

This Offer expires at 17:40 hours CET on 2 September 2022, unless extended

OFFER MEMORANDUM

dated 23 June 2022

CASH OFFER

by

HAL BIDCO B.V.

a wholly-owned subsidiary of

HAL INVESTMENTS B.V.



HAL Investments

**FOR ALL ISSUED AND OUTSTANDING ORDINARY SHARES IN THE CAPITAL OF
KONINKLIJKE BOSKALIS WESTMINSTER N.V.**



This offer memorandum (*biedingsbericht*; the **Offer Memorandum**) contains the details of the public offer (*openbaar bod*) by HAL Bidco B.V. (**Offeror**), a direct wholly-owned subsidiary of HAL Investments B.V., to all holders of issued and outstanding ordinary shares with a nominal value of EUR 0.01 each (each a **Share** and together the **Shares**; a holder of one or more Shares being a **Shareholder** and together the **Shareholders**) in the share capital of Koninklijke Boskalis Westminster N.V. (**Boskalis**), to purchase for cash their Shares on the terms and subject to the conditions and restrictions set forth in this Offer Memorandum (the **Offer**).

This Offer Memorandum contains the information required by article 5:76 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*; the **DFSA**) in conjunction with article 8, paragraph 1 of the Dutch Decree Public Takeover Bids (*Besluit openbare biedingen Wft*; the **Decree**) in connection with the Offer. This Offer Memorandum has been reviewed and approved by Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*; the **AFM**). The information required by article 18, paragraph 2 of the Decree in connection with the Offer is not included in this Offer Memorandum and any separate position statement of Boskalis does not form part of this Offer Memorandum and has not been reviewed or approved by the AFM prior to publication.

Capitalised terms used in this Offer Memorandum have the meaning set out in Section 3 (*Definitions*) or elsewhere in this Offer Memorandum. Capitalised terms used in the Dutch summary included in Section 10 (*Dutch Language Summary*) have the meaning set out in Section 10 (*Dutch Language Summary*).

On 10 March 2022, HAL Holding announced the intended public offer by a wholly-owned subsidiary of HAL Holding for all the Shares at an offer price of EUR 32.50 (cum dividend) in cash per Share. On 12 May 2022, Boskalis' general meeting (the **General Meeting**) resolved on a cash dividend of EUR 0.50 per Share, with 17 May 2022 being the registration date for entitlement to such dividend. As a result, the offer price as announced in the Initial Announcement has been reduced by EUR 0.50 per Share. Accordingly, Shareholders tendering their Shares under the Offer will be paid, on the terms and subject to the conditions and restrictions set forth in this Offer Memorandum, an amount in cash of EUR 32.00 cum dividend, without interest and subject to any required withholding of taxes under Law (the **Offer Price**) in consideration for each Share validly tendered (or defectively tendered, if the Offeror accepts such defective tender) and not withdrawn for acceptance pursuant to the Offer prior to or on the Closing Time (as defined below) (each such Share, a **Tendered Share**) and transferred (*geleverd*) to the Offeror. The Offer Price is 'cum dividend'. Consequently, in the event that any further distribution on the Shares is declared with a record date for entitlement to such distribution that is on or prior to the Settlement Date (each, a **Distribution** and collectively, the **Distributions**), the Offer Price will be decreased by the full amount of the Distributions (before any applicable tax).

The acceptance period under the Offer (the **Acceptance Period**) will commence on 27 June 2022 at 09:00 hours CET and will expire on 2 September 2022 at 17:40 hours CET, unless the Offeror extends the Acceptance Period in accordance with Section 4.9 (*Extension of the Acceptance Period*). The day on which the Acceptance Period (as extended, if applicable) expires is the **Closing Date** and 17:40 hours CET on the Closing Date is the **Closing Time**.

Shares tendered on or prior to the Closing Time may not be withdrawn, subject to the right of withdrawal of any tender of Shares during the Acceptance Period in accordance with the provisions of article 5b, paragraph 5, article 15, paragraphs 3 and 8 and article 15a, paragraph 3 of the Decree.

The obligation of the Offeror to declare the Offer unconditional (*gestand doen*) is subject to the satisfaction or waiver of the Offer Conditions in accordance with Section 5.5 (*Offer Conditions*). The Offeror reserves the right to waive any or all of the Offer Conditions, to the extent permitted by Law. The Offeror will announce whether the Offer is declared unconditional (*gestand wordt gedaan*) within three Business Days following the Closing Date, in accordance with article 16 of the Decree (the **Unconditional Date**).

If the Offeror declares the Offer unconditional (*gestand doen*), the Offeror (i) will within five Business Days following the Unconditional Date, acquire each Tendered Share against payment of the Offer Price (the **Settlement**, and the day on which the Settlement occurs, the **Settlement Date**) and (ii) may publicly announce a post-acceptance period (*na-aanmeldingstermijn*) of up to two weeks (the **Post-Acceptance Period**) to enable Shareholders who did not tender their Shares during the Acceptance Period to tender their Shares on the same terms and subject to the same conditions and restrictions as the Offer.

Following the Settlement Date and provided that the statutory threshold is met, the Offeror intends to commence a compulsory acquisition procedure (*uitkoopprocedure*) or takeover buy-out procedure, as described further in Section 5.9(b) (*Buy-Out, Delisting and amendment of the Articles of Association as per Delisting*).

All announcements by HAL in relation to the Offer will be made by press release and placed on HAL's website (www.halholding.com/boskalis-offer). Reference is made to Section 4.15 (*Announcements*).

THIS OFFER MEMORANDUM CONTAINS DETAILED INFORMATION CONCERNING THE OFFER. THE OFFEROR RECOMMENDS THAT YOU READ THIS OFFER MEMORANDUM CAREFULLY.

Distribution of this Offer Memorandum may, in certain jurisdictions, be subject to specific regulations or restrictions. Persons in possession of this Offer Memorandum are urged to inform themselves of any such restrictions that may apply to them and to observe them. Any failure to comply with these restrictions may constitute a violation of the Laws of that jurisdiction. HAL disclaims all responsibility for any violation of such restrictions by any person. Reference is made to Section 1 (*Restrictions*).

TABLE OF CONTENTS

1.	Restrictions	5
2.	Important Information	6
3.	Definitions	11
4.	Invitation to the Shareholders	16
5.	Explanation of the Offer	24
6.	Information Regarding Boskalis	38
7.	Information Regarding the Offeror	44
8.	Further Information Required by the Decree	46
9.	Material Dutch Tax Consequences of the Offer	47
10.	Dutch Language Summary	51
11.	Press Releases	67
12.	Financial Information Boskalis	70
13.	Articles of Association as per Delisting	76
14.	Advisors	88

1. RESTRICTIONS

The Offer is made in, and from, The Netherlands with due observance of the statements, conditions and restrictions included in this Offer Memorandum. Without prejudice to the Offeror's right to reject defective tenders, the Offeror reserves the right to accept any tender under the Offer which is made by, or on behalf of, a Shareholder, even if it has not been made in the manner set out in this Offer Memorandum.

This Offer Memorandum is not an offer to sell securities and it is not a solicitation of an offer to buy securities, nor shall there be any sale or purchase of securities pursuant hereto, in any jurisdiction in which such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the Laws of any such jurisdiction.

The distribution of this Offer Memorandum and/or the making of the Offer in jurisdictions other than The Netherlands may be restricted or prohibited by Law. The Offer is not made, and the Shares will not be accepted for purchase from, or on behalf of, any Shareholder, in any jurisdiction in which the making of the Offer or acceptance of the Offer would not be in compliance with the securities or other Laws of such jurisdiction or would require any registration, approval or filing with any Regulatory Authority not expressly contemplated by this Offer Memorandum. However, acceptances of the Offer by Shareholders not residing in The Netherlands will be accepted by the Offeror if such acceptances comply with (i) the acceptance procedure set out in this Offer Memorandum and (ii) the Laws of the jurisdiction from which such acceptance has been made.

Persons obtaining this Offer Memorandum are required to take due note of and observe all such restrictions and obtain any necessary authorisations, approvals or consents (to the extent applicable). If you are in any doubt as to your eligibility to participate in the Offer, you should contact your professional advisor immediately. No actions have been taken or will be taken to make the Offer possible in any jurisdiction outside of The Netherlands where such actions would be required. In addition, this Offer Memorandum has not been filed with or recognised by the authorities of any jurisdiction other than The Netherlands.

Neither the Offeror, nor HAL, nor any of the Offeror's or HAL's directors, employees or advisors, nor the Settlement Agent accepts any liability or responsibility for any violation by any person of any such restriction. Any person (including custodians, nominees and trustees) who forwards or intends to forward this Offer Memorandum or any related document to any jurisdiction other than The Netherlands should carefully read this Section 1 (*Restrictions*) and Section 2 (*Important Information*) before taking any action.

The release, publication or distribution of this Offer Memorandum and any documentation regarding the Offer or the making of the Offer in jurisdictions other than The Netherlands may be restricted by Law and therefore persons into whose possession this Offer Memorandum comes should inform themselves of and observe those restrictions. A failure to comply with any of those restrictions may constitute a violation of the Law of any such jurisdiction.

2. IMPORTANT INFORMATION

2.1 Introduction

This Offer Memorandum contains and refers to important information that should be read carefully before any decision is made to tender Shares under the Offer. Shareholders are advised to seek independent advice where necessary.

In addition, this Offer Memorandum only describes certain material Dutch tax consequences of the disposal of Shares by a Shareholder in connection with the Offer and the Buy-Out (if any). It does not describe all Dutch tax consequences of acceptance or non-acceptance of the Offer that may be relevant for a Shareholder, nor does this Offer Memorandum describe any tax consequences relating to jurisdictions other than The Netherlands that may be relevant for a Shareholder (other than in Section 2.2 (*Information for U.S. Shareholders*)). Shareholders are therefore urged to consult their own tax advisor regarding the actual or potential tax consequences of the Offer, acceptance or non-acceptance thereof and the Buy-Out (if any).

Any tender, purchase and transfer of Shares under the Offer means acceptance of the terms and conditions contained in this Offer Memorandum as further set out in Section 1 (*Restrictions*), Section 2 (*Important Information*), Section 4 (*Invitation to the Shareholders*) and Section 5 (*Explanation of the Offer*). Van Lanschot Kempen N.V. has been engaged by the Offeror as settlement agent (the **Settlement Agent**) for the Offer.

2.2 Information for U.S. Shareholders

The Offer is being made for the Shares of Boskalis, a public limited liability company incorporated under Dutch Law, and is subject to Dutch disclosure and procedural requirements, which differ from those of the United States.

The Offer will be made in the United States in compliance with Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the **U.S. Exchange Act**) and the rules and regulations promulgated thereunder, including Regulation 14E, subject to the exemptions provided by Rule 14d-1(d) under the U.S. Exchange Act, known as the “Tier II” exemption, and otherwise in accordance with the requirements of Dutch Law. The “Tier II” exemption permits the Offeror to comply with certain substantive and procedural requirements of the U.S. Exchange Act for takeover offers by complying with the laws or practice of its home jurisdiction and exempts the Offeror from compliance with certain other requirements. Accordingly, the Offer will be subject to disclosure and other procedural requirements (including with respect to the Offer timetable, withdrawal rights, waiver of conditions, settlement procedures and timing of payments) of The Netherlands that are different from those applicable under U.S. domestic tender offer procedures, Law and practices.

The receipt of cash pursuant to the Offer by a U.S. Shareholder will generally be a taxable transaction for U.S. federal income tax purposes and may be a taxable transaction under applicable state and local, as well as foreign and other tax Laws. Each Shareholder is urged to consult his or her independent professional advisor immediately regarding the tax consequences of acceptance or non-acceptance of the Offer.

It may be difficult for U.S. Shareholders to enforce their rights and claims arising out of the U.S. federal securities Laws, since the Offeror and Boskalis are located in a country other than the United States, and some or all of their respective officers and directors may be residents of a country other than the United States. U.S. Shareholders may not be able to sue a non-U.S. company or its officers

or directors in a non-U.S. court for violations of U.S. securities Laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

HAL, the Foundation, any of HAL's Affiliates or any entity acting in concert with HAL and any of their brokers (acting as agents for, or on behalf of, HAL, the Foundation, HAL's Affiliate or the entity acting in concert with HAL, as applicable) may, from time to time, purchase or make arrangements to purchase Shares outside of the Offer both before and after the date of this Offer Memorandum (including during the pendency of the Offer), including purchases in the open market at prevailing prices or in private transactions at negotiated prices, in each case, outside of the United States and to the extent permissible under Law (including Rule 14e-5 of the U.S. Exchange Act). Any such purchases will not be made at prices higher than the Offer Price or on terms more favourable than those offered pursuant to the Offer, unless the Offer Price is increased accordingly. Information about such purchases of Shares will be publicly disclosed, including in the United States, by means of a press release that will be made available on HAL's website at www.halholding.com/boskalis-offer.

The financial information of Boskalis included or referred to herein has been prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union (EU-IFRS) and Part 9 of Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*; the DCC), and, accordingly, may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. None of the financial information in this Offer Memorandum has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission or other Regulatory Authority of any jurisdiction in the United States has approved or disapproved the Offer, passed upon the fairness or merits of the Offer or passed upon the accuracy or completeness of this Offer Memorandum or any other documents regarding the Offer. Any declaration to the contrary constitutes a criminal offence in the United States.

For purposes of this Section, **United States** or **U.S.** means the United States of America (its territories and possessions, all states of the United States of America and the District of Columbia).

2.3 Responsibility for information

The information regarding Boskalis (including financial information) and the Protective Foundation as contained in Section 6 (*Information Regarding Boskalis*) and Section 12 (*Financial Information Boskalis*) has been consistently derived by the Offeror from publicly available sources, such as the annual reports of Boskalis and the website of Boskalis, and has not been commented on or verified by HAL or any of HAL's directors, employees or advisors. HAL and HAL's directors, employees and advisors accept no responsibility for the accuracy of such information regarding Boskalis or the Protective Foundation, nor do any of them guarantee, whether implicitly or explicitly, that all information regarding Boskalis and the Protective Foundation that is publicly available has been included in this Offer Memorandum. The Offeror confirms that the information regarding Boskalis and the Protective Foundation as contained in this Offer Memorandum has been accurately reproduced from such sources and, so far as the Offeror is aware and is able to ascertain from information published by Boskalis, no facts have been omitted that would render the reproduced information inaccurate or misleading. However, as the underlying information has been prepared by persons other than the Offeror, neither HAL nor any of HAL's directors, employees or advisors can assume responsibility for the accuracy of such underlying information.

Except as set forth above, the Offeror is exclusively responsible for the accuracy and completeness of the information provided in this Offer Memorandum. The Offeror confirms that, to the best of its knowledge, the information contained in this Offer Memorandum is in accordance with the facts and contains no omission likely to affect its import.

No person other than HAL is authorised to provide any information or to make any statements on behalf of HAL in connection with the Offer or any information contained in this Offer Memorandum. If any such information or statement is provided or made by any person other than HAL, such information or statements must not be relied on as having been provided or made by or on behalf of HAL. Any information or representation not contained in this Offer Memorandum or in press releases by HAL must not be relied on as having been provided or made by or on behalf of HAL.

The information included on pages 2 and 3 and in Section 10 (*Dutch Language Summary*) regards summarised and translated information, and has been derived from the information included in the other Sections of this Offer Memorandum.

The information set out in this Offer Memorandum reflects the situation as at the date of this Offer Memorandum, unless specified otherwise. Neither the issue nor the distribution of this Offer Memorandum shall imply in any respect that the information contained herein is accurate and complete as of any time subsequent to the date of this Offer Memorandum or that there has been no change in the information set out in this Offer Memorandum or in the affairs of the Boskalis Group since the date of this Offer Memorandum. The foregoing does not affect the obligation of HAL to make a public announcement pursuant to the European Market Abuse Regulation (596/2014) (the **MAR**) or article 4, paragraphs 1 and 3 of the Decree, if applicable.

2.4 Presentation of financial information and other information

The information included in Section 12.3 (*Comparative overview of consolidated statements of financial position for the financial years 2021, 2020 and 2019*) through Section 12.5 (*Comparative overview of consolidated statements of cash flows for the financial years 2021, 2020 and 2019*) has been sourced from Boskalis' consolidated financial statements for the financial years ended on 31 December 2021, 2020 and 2019, as further explained in Section 12.2 (*Basis for preparation*). The financial information of Boskalis included or referred to in this Offer Memorandum has been prepared in accordance with EU-IFRS and Part 9 of Book 2 DCC.

Certain numerical figures set out in this Offer Memorandum, including financial data presented in millions or thousands, have been subject to rounding adjustments and, as a result, should therefore not be regarded as exact. In addition, the rounding also means that the totals of the data in this Offer Memorandum may vary slightly from the actual arithmetic totals of such information.

2.5 Governing law

This Offer Memorandum and the Offer (including the agreements entered into between the Offeror and Shareholders pursuant to the Offer) are, and any tender, purchase or transfer of Shares will be, governed by and construed in accordance with Dutch law.

The District Court of Amsterdam (*Rechtbank Amsterdam*) and its appellate courts shall have exclusive jurisdiction to settle any disputes that might arise out of or in connection with this Offer Memorandum, the Offer (including the agreements entered into between the Offeror and Shareholders pursuant to the Offer) or any tender, purchase or transfer of Shares. Accordingly, any legal action or proceedings arising out of or in connection with this Offer Memorandum, the Offer

(including the agreements entered into between the Offeror and Shareholders pursuant to the Offer) or any tender, purchase or transfer of Shares shall be brought exclusively in such courts.

2.6 Contact details

(a) The Offeror

HAL Bidco B.V.
Weena 696
3012 CN Rotterdam
The Netherlands

(b) Boskalis

Koninklijke Boskalis Westminster N.V.
Rosmolenweg 20
3356 LK Papendrecht
The Netherlands

(c) Settlement Agent

Van Lanschot Kempen N.V.
Attn OS / T&D/ Agency Services L-11
Beethovenstraat 300
1077 WZ Amsterdam
The Netherlands
kas@kempen.com

2.7 Language

This Offer Memorandum is published in the English language and a Dutch language summary is included as Section 10 (*Dutch Language Summary*). In the event of any differences (whether or not in interpretation) between the English language text of this Offer Memorandum and the Dutch language summary of this Offer Memorandum, the English language text of this Offer Memorandum shall prevail.

2.8 Availability of information

Digital copies of this Offer Memorandum are available on HAL's website at www.halholding.com/boskalis-offer. This website does not constitute a part of, and is not incorporated by reference into, this Offer Memorandum.

Copies of this Offer Memorandum are also available free of charge at the office of the Settlement Agent, at the address mentioned above.

Digital copies of the Articles of Association and the annual reports (including financial statements) of Boskalis are available on the website of Boskalis at <https://boskalis.com/ir/corporate-governance.html> and <https://boskalis.com/ir/financial-publications.html>. The website of Boskalis does not constitute a part of, and is not incorporated by reference into, this Offer Memorandum.

2.9 Forward-looking statements

Certain statements in this Offer Memorandum may be considered “forward-looking statements”, such as statements about the impact of the Transaction on HAL or Boskalis and the expected timing and completion of the Transaction. Forward-looking statements involve known or unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Generally, words such as may, should, aim, will, expect, intend, estimate, anticipate, believe, plan, seek, continue or similar expressions identify forward-looking statements. These forward-looking statements speak only as of the date of this Offer Memorandum. Although the Offeror believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, no assurance can be given that such statements will be fulfilled or prove to be correct, and no representations are made as to the future accuracy and completeness of such statements.

The forward-looking statements involve risks, uncertainties and other factors that are difficult to predict and many of which are outside the control of the Offeror and which could cause actual results or outcomes to differ materially from historical experience or those expressed or implied in these forward-looking statements.

These forward-looking statements are not guarantees of future performance. Any such forward-looking statements must be considered together with the fact that actual events or results may vary materially from such forward-looking statements due to, among other things, (i) political, economic or legal changes in the markets and environments in which the Boskalis Group or HAL operates, (ii) the effects of competition and competitive developments or risks inherent to the business plans of the Boskalis Group or HAL, (iii) the possibility that the Transaction may involve unexpected delays or conditions (such as delays or conditions to regulatory approvals) or may not be completed, (iv) economic conditions in the global markets (including the impact of COVID-19, armed hostilities and geopolitical and macro-economic developments), or (v) uncertainties, risk and volatility in financial markets or other factors affecting the Boskalis Group or HAL.

The Offeror assumes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changes in expectations or otherwise, except as required by Law.

3. DEFINITIONS

In this Offer Memorandum, (i) the words **include**, **included** or **including** are used to indicate that the matters listed are not a complete enumeration of all matters covered and will be construed as meaning "including without limitation", and (ii) the word **or** shall be disjunctive but not exclusive.

Capitalised terms used in this Offer Memorandum shall have the following meaning:

Acceptance Period	has the meaning given to it on page 2;
Admitted Institutions	means those institutions admitted to Euronext Amsterdam (<i>aangesloten instellingen</i>);
Affiliates	means, with respect to any person, any of such person's group companies within the meaning of article 2:24b of the DCC from time to time, provided that at no time will Boskalis or any of its subsidiaries be considered an Affiliate of HAL or of any direct or indirect shareholder of HAL (or <i>vice versa</i>);
AFM	has the meaning given to it on page 2;
Articles of Association	means the articles of association of Boskalis, as amended from time to time;
BMWK	has the meaning given to it in Section 5.6;
Board of Management	has the meaning given to it in Section 6.5;
Boards	has the meaning given to it in Section 6.5;
Boskalis	has the meaning given to it on page 2;
Boskalis Group	means Boskalis and its Affiliates (for the avoidance of doubt, excluding any direct or indirect shareholder of Boskalis);
Business Day	means a day other than (i) a Saturday or Sunday or (ii) a generally recognised public holiday as referred to in article 3 of the Dutch General Time Limits Act (<i>Algemene Termijnenwet</i>) or in the collective labor agreement for banks (<i>CAO Banken</i>);
Business Strategy	has the meaning given to it in Section 5.9(d);
Buy-Out	has the meaning given to it in Section 5.9(b);
CADE	has the meaning given to it in Section 5.6;
Call Option	has the meaning given to it in Section 6.8;

CET	means Central European Time or Central European Summer Time, as applicable in The Netherlands;
Closing Date	has the meaning given to it on page 2;
Closing Time	has the meaning given to it on page 2;
DBA	has the meaning given to it in Section 5.6;
DCC	has the meaning given to it in Section 2.2;
Decree	has the meaning given to it on page 2;
Delisting	means the delisting of the Shares from Euronext Amsterdam;
DFSA	has the meaning given to it on page 2;
Distribution or Distributions	has the meaning given to it on page 2;
Dutch Corporate Governance Code	means the Dutch corporate governance code dated 8 December 2016 as established under article 2:391, paragraph 5 of the DCC, as in force on 2 June 2022 or, to the extent HAL and Boskalis so agree, as amended from time to time;
Dutch Resident Entity	has the meaning given to it in Section 9.2;
Dutch Resident Individual	has the meaning given to it in Section 9.2;
EC	has the meaning given to it in Section 5.6;
ESG	has the meaning given to it in Section 5.9(d);
EU-IFRS	has the meaning given to it in Section 2.2;
Euronext Amsterdam	means Euronext Amsterdam, the regulated market of Euronext Amsterdam N.V.;
FIRB	has the meaning given to it in Section 5.6;
Foundation	has the meaning given to it in Section 5.8;
GAC	has the meaning given to it in Section 5.6;
General Meeting	has the meaning given to it on page 2;
HAL	means HAL Trust, HAL Holding, HAL Investments Nederland, HAL Investments, HAL Investments 2 and the Offeror, or the relevant one(s) of them, as the context requires;

HAL Holding	has the meaning given to it in Section 7.2;
HAL Investments	has the meaning given to it in Section 7.2;
HAL Investments 2	has the meaning given to it in Section 7.1;
HAL Investments Nederland	has the meaning given to it in Section 7.2;
HAL Obligations	has the meaning given to it in Section 5.9(e);
HAL Trust	has the meaning given to it in Section 7.2;
Initial Announcement	has the meaning given to it in Section 5.1;
Law or Laws	means any and all applicable laws, common law, statutes, subordinate legislation, treaties, regulations, rules, directives, decisions, by-laws, circulars, codes (including corporate governance codes), ordinances, orders, notices, demands, decrees, rulings, injunctions, guidance, judgments, resolutions and (other) requirements of any Regulatory Authority, having binding effect at the relevant time;
MAR	has the meaning given to it in Section 2.3;
Material Adverse Effect	means (x) any change, event, circumstance or effect (any such items an Effect) that, individually or when taken together with all other Effects, is or is reasonably likely to be materially adverse to (i) the business, prospects, financial position or assets of Boskalis or the Boskalis Group taken as a whole, (ii) the business, prospects, financial position or assets of HAL or (iii) the international or any relevant domestic syndicated loan, debt, bank, capital or equity markets, which Effect(s) is or are such that the Offeror cannot reasonably be expected to continue with the Offer or declare the Offer unconditional (<i>gestanddoening</i>) or (y) an escalation of the armed hostilities in the Ukraine by means of (i) the armed involvement of NATO in the armed hostilities (including an invasion of or other spill-over of the armed hostilities into a NATO member state) or (ii) the deployment of a nuclear device (for the avoidance of doubt, any escalation of the armed hostilities in the Ukraine not included under item (y) can still be a Material Adverse Effect under item (x));
Material Decisions	has the meaning given to it in Section 5.9(d);
Minority Shareholders	means all holders of Shares at any point in time other than HAL or any of its Affiliates;
Non-Financial Covenants	has the meaning given to it in Section 5.9(d);

Non-Financial Covenants Period	has the meaning given to it in Section 5.9(d);
Offer	has the meaning given to it on page 2;
Offer Conditions	has the meaning give to it in Section 5.5;
Offer Memorandum	has the meaning given to it on page 2;
Offer Price	has the meaning given to it on page 2;
offeror	means offeror (<i>bieder</i>) within the meaning of article 1:1 of the DFSA in respect of the Offer;
Offeror	has the meaning given to it on page 2;
Ordinary Share	has the meaning given to it in Section 6.7;
Other Post-Offer Measure	has the meaning given to it in Section 5.10(b);
PMO	has the meaning given to it in Section 5.6;
Post-Acceptance Period	has the meaning given to it on page 3;
Post-Closing Measure	has the meaning given to it in Section 5.9(c);
Post-Settlement EGM	has the meaning given to it in Section 5.9(b);
Protective Foundation	has the meaning given to it in Section 6.8;
Protective Preference Share	has the meaning given to it in Section 6.7;
Reference Date	has the meaning given to it in Section 5.2(a);
Registered Holders	has the meaning given to it in Section 4.3(b);
Regulatory and Competition Clearances	means, with respect to each of the EC, the CADE, the TCA, the GAC, the DBA, the FIRB, the BMWK and the PMO, (i) a decision in respect of the Offer constituting clearance of the proposed concentration or stating that no clearance is required or (ii) the expiry, lapse or termination of any applicable waiting and other time periods (including extensions thereof) under the applicable laws in lieu of such decision;
Regulatory Authority	means any competent governmental, administrative, supervisory, regulatory, judicial, disciplinary, enforcement or tax raising authority, body, agency, commission, board, organisation, court or arbitral tribunal of any jurisdiction (including any sub-division, department or branch of any of the foregoing as well as any relevant stock exchange), in each case whether

	supranational (including European Union), national, federal, state, provincial, regional, municipal or local;
Section	means a section of this Offer Memorandum;
Settlement	has the meaning given to it on page 3;
Settlement Agent	has the meaning given to it in Section 2.1;
Settlement Date	has the meaning given to it on page 3;
Share or Shares	has the meaning given to it on page 2;
Shareholder or Shareholders	has the meaning given to it on page 2;
Supervisory Board	has the meaning given to it in Section 6.5;
Supervisory Board Rules	means the regulations laying down principles and best practices for the Supervisory Board;
TCA	has the meaning given to it in Section 5.6;
Tendered Share	has the meaning given to it on page 2;
The Netherlands	means the part of the Kingdom of the Netherlands located in Europe and Dutch means in or of The Netherlands;
Transaction	means the Offer and, if commenced, the Buy-Out;
Transaction Protocol	has the meaning given to it in Section 5.9;
U.S.	means the United States of America;
U.S. Business Day	means any day, other than Saturday, Sunday or a federal holiday in the U.S.
U.S. Exchange Act	has the meaning given to it in Section 2.2;
Unconditional Date	has the meaning given to it on page 2.

4. INVITATION TO THE SHAREHOLDERS

4.1 Invitation to the Shareholders

The Offeror hereby makes a public cash offer to purchase all Shares on the terms and subject to the conditions and restrictions set forth in this Offer Memorandum. Shareholders are advised to review this Offer Memorandum, and in particular Section 1 (*Restrictions*) and Section 2 (*Important Information*), thoroughly and completely and to seek independent financial, legal or tax advice where appropriate in order to reach an informed judgement with respect to the Offer itself and the contents of this Offer Memorandum. Shareholders who consider not tendering their Shares are advised to review Section 5.10 (*Possible consequences of the Offer for non-tendering Shareholders*) in particular.

With due reference to all statements, terms, conditions and restrictions included in this Offer Memorandum, the Shareholders are hereby invited to tender their Shares under the Offer in the manner, on the terms and subject to the conditions and the restrictions set forth in this Offer Memorandum.

4.2 Offer Price

On 10 March 2022, HAL Holding announced the intended public offer by a wholly-owned subsidiary of HAL Holding for all the Shares at an offer price of EUR 32.50 (cum dividend) in cash per Share. On 12 May 2022, the General Meeting resolved on a cash dividend of EUR 0.50 per Share, with 17 May 2022 being the registration date for entitlement to such dividend. As a result, the offer price as announced in the Initial Announcement has been reduced by EUR 0.50 per Share.

Accordingly, for each Tendered Share that is transferred (*geleverd*) to the Offeror under the Offer, the Offeror will pay, on the terms and subject to the conditions and restrictions set forth in this Offer Memorandum, the Offer Price, being an amount in cash of EUR 32.00 (thirty-two euro) cum dividend, without interest and subject to any required withholding of taxes under Law.

The Offer Price is 'cum dividend'. Consequently, in the event that any Distribution is declared, the Offer Price will be decreased by the full amount of the Distributions (before any applicable tax).

Any adjustment to the Offer Price, resulting from a Distribution or an increase of the Offer Price, will be communicated by means of a press release in accordance with Section 4.15 (*Announcements*) of this Offer Memorandum. In addition, if the Offer Price is adjusted within ten U.S. Business Days before the expiration of the Acceptance Period, the Offeror will extend the Acceptance Period, announce a Post-Acceptance Period or if applicable request dispensation from the AFM for a further extension of a previously extended Acceptance Period in accordance with article 5:81, paragraph 3 of the DFSA, such that the Offer remains open for at least ten U.S. Business Days following such adjustment.

For the avoidance of doubt, in case of any adjustment of the Offer Price, all references in this Offer Memorandum to 'Offer Price' shall be to such adjusted Offer Price, except for purposes of Sections 5.2 (*Substantiation of the Offer Price*) and 5.9(a) (*Support and cooperation with implementation Offer; neutral view on Offer Price*).

4.3 Acceptance of the Offer by Shareholders

Before taking any action, Shareholders should carefully verify how they hold their Shares: through an Admitted Institution or directly (i.e., individually recorded in Boskalis' shareholders register).

(a) *Acceptance of the Offer and tender through an Admitted Institution*

Shareholders holding their Shares through an Admitted Institution are requested to make their acceptance known through their custodian, bank or stockbroker no later than by the Closing Time, being 17:40 hours CET on the Closing Date. The relevant custodian, bank or stockbroker may set an earlier deadline for communication by Shareholders in order to permit the custodian, bank or stockbroker to communicate the acceptances to the Settlement Agent in a timely manner. Accordingly, Shareholders should contact such financial intermediary to obtain information about the deadline by which such Shareholder must send instructions to the financial intermediary to accept the Offer and should comply with the dates and times set by such financial intermediary, as such dates and times may differ from the dates and times noted in this Offer Memorandum.

Admitted Institutions can tender Shares for acceptance only to the Settlement Agent and only in writing. In submitting the acceptance, the Admitted Institutions are required to declare that:

- i. they have the Shares tendered by the relevant Shareholder in their administration;
- ii. each Shareholder who accepts the Offer irrevocably represents and warrants that (x) the Shares tendered by the Shareholder are being tendered in compliance with the restrictions set out in Section 1 (*Restrictions*) and Section 2 (*Important Information*) and the Laws of the jurisdiction in which such Shareholder is located or of which it is a resident and no registration, approval or filing with any Regulatory Authority of such jurisdiction is required in connection with the tendering of such Shares, and (y) it is not a person to whom it is unlawful to make the Offer under applicable securities Laws or the subject or target, directly or indirectly, of any economic or financial sanctions administered or enforced by any agency of the U.S. government, the European Union, any member state thereof, the United Kingdom or the United Nations, other than solely by virtue of its inclusion in, or ownership by a person included in, the US “Sectoral Sanctions Identifications (SSI) List” or Annex III, IV, V or VI of Council Regulation (EU) No. 833/2014 of 31 July 2014, as amended, and
- iii. they undertake to effect the transfer (*levering*) of the Tendered Shares to the Offeror prior to or ultimately on the Settlement Date (or, with respect to Shares tendered during the Post-Acceptance Period, if any, on or prior to the settlement date for such Shares), provided that the Offer has been declared unconditional (*gestand is gedaan*).

Although under normal circumstances the relevant Admitted Institution will ensure that Shares tendered under the Offer are transferred (*geleverd*) to the Offeror, if so instructed by the Shareholder, Shareholders are advised that each Shareholder is responsible for the transfer (*levering*) of such Shares to the Offeror.

Subject to the withdrawal of any tender of Shares as set out in Section 4.6 (*Withdrawal rights*), the tendering of Shares in acceptance of the Offer will constitute irrevocable instructions:

- i. to block any attempt to transfer (*levering*) such Shares, so that on or prior to the Settlement Date (or, with respect to Shares tendered during the Post-Acceptance Period, if any, on or prior to the settlement date for such Shares) no transfer (*levering*) of such Shares can be effected (other than any action required to effect the transfer (*levering*) to the Offeror);
- ii. to debit the securities account in which such Shares are held on the Settlement Date (or, with respect to Shares tendered during the Post-Acceptance Period, if any, on the settlement date for such Shares) in respect of all such Shares, against payment by the Settlement Agent on the Offeror's behalf of the Offer Price per such Share; and
- iii. to effect the transfer (*levering*) of such Shares to the Offeror.

(b) *Acceptance of the Offer by Shareholders individually recorded in Boskalis' shareholders' register*

Shareholders individually recorded in Boskalis' shareholders' register (**Registered Holders**) wishing to accept the Offer in respect of their Shares must deliver a completed and signed acceptance form to the Settlement Agent. Completed acceptance forms should be received by the Settlement Agent prior to the Closing Time. The acceptance forms are available upon request from the Settlement Agent. The acceptance form will also serve as a deed of transfer (*akte van levering*) with respect to the Shares referenced therein.

4.4 Validity of tenders of Shares; waiver of defects; return of tendered Shares

The Offeror will determine questions as to the validity, form, eligibility, including time of receipt, and acceptance for purchase of any tender of Shares, in its sole reasonable discretion and the Offeror's determination will be final and binding. The Offeror reserves the right to reject any and all tenders of Shares that it in all reasonableness determines are not in proper form or the acceptance for purchase of which may be unlawful. No tender of Shares will be deemed to have been validly made until all defects and irregularities have been cured or waived. The Offeror's interpretation of the terms and conditions of the Offer, including the acceptance forms and instructions thereto, will be final and binding.

There shall be no obligation on the Offeror, the Settlement Agent, or any person acting on its or their behalf to give notice of any defects or irregularities in any acceptance or notice of withdrawal and no liability shall be incurred by any of them for failure to give any such notification.

The Offeror reserves the right to accept any tender of Shares pursuant to the Offer, even if such tender has not been made in compliance with the terms and conditions of the Offer, including the procedures set forth in Section 4.3 (*Acceptance of the Offer by Shareholders*).

If any Shares tendered in accordance with the instructions set forth in this Offer Memorandum are not accepted for purchase pursuant to the terms and conditions of this Offer, the Offeror will cause these Shares to be returned promptly following the announcement of the lapse or withdrawal of the Offer, as the case may be.

4.5 Undertakings, representations and warranties by tendering Shareholders

Each Shareholder tendering Shares under the Offer, by such tender, on the date that such Shares are tendered and up to and including the Settlement Date (or, with respect to Shares tendered in the Post-Acceptance Period, if any, up to and including the settlement date for such Shares) undertakes, represents and warrants to the Offeror that:

- (a) the tender of any Shares constitutes an acceptance by the Shareholder of the Offer, on and subject to the terms, conditions and restrictions of the Offer as set out in this Offer Memorandum;
- (b) such Shareholder has full power and authority to tender, sell and transfer (*leveren*) such Shares, and has not entered into any other agreement to tender, sell or transfer (*leveren*) such Shares to any person other than the Offeror (together with all rights attaching to the Shares) and, when such Shares are transferred (*geleverd*) to the Offeror, the Offeror will acquire full and sole legal and beneficial title to such Shares free and clear of all third-party rights and restrictions of any kind, unless such third-party rights and restrictions arise solely and result directly from such Shares being held in book entry form in Euroclear Nederland;

- (c) such Shares are tendered in compliance with the restrictions as set out in Section 1 (*Restrictions*) and Section 2 (*Important Information*) and the Laws of the jurisdiction in which such Shareholder is located or of which it is a resident and no registration, approval or filing with any Regulatory Authority of such jurisdiction is required in connection with the tendering of such Shares; and
- (d) such Shareholder is not a person to whom it is unlawful to make the Offer under applicable securities Laws or the subject or target, directly or indirectly, of any economic or financial sanctions administered or enforced by any agency of the US government, the European Union, any member state thereof, the United Kingdom or the United Nations, other than solely by virtue of its inclusion in, or ownership by a person included in, the U.S. “Sectoral Sanctions Identifications (SSI) List” or Annex III, IV, V or VI of Council Regulation (EU) No. 833/2014 of 31 July 2014, as amended.

Furthermore, each Shareholder tendering Shares under the Offer, by such tender, acknowledges towards and agrees with the Offeror (i) that it has received this Offer Memorandum, and has reviewed and accepted the restrictions, terms, conditions and other considerations of the Offer, all as described in this Offer Memorandum, and has undertaken an analysis of the implications of the Offer without reliance on the Offeror, the Settlement Agent or any other representative of the Offeror, except as set forth in this Offer Memorandum and (ii) as of the date on which its Shares are transferred (*geleverd*) to the Offeror, to have waived any and all rights or entitlements that the Shareholder may have in its capacity as Shareholder or otherwise in connection with its shareholding in Boskalis vis-à-vis any member of the Boskalis Group and any past or current member of the Boards.

4.6 Withdrawal rights

Shares tendered on or prior to the Closing Time may not be withdrawn, subject to the right of withdrawal of any tender:

- (a) during any extension of the Acceptance Period in accordance with the provisions of article 15, paragraph 3 of the Decree;
- (b) following an announcement of a mandatory public offer in accordance with the provisions of article 5b, paragraph 5 of the Decree, provided that such Shares were already tendered prior to such announcement and will be withdrawn within seven Business Days following such announcement;
- (c) following the grant of a request to set a reasonable price for a mandatory public offer in accordance with the provisions of article 15, paragraph 8 of the Decree, provided that such Shares were already tendered prior to the filing of such request and will be withdrawn within seven Business Days following the date on which the judgment of the Enterprise Court (*Ondernemingskamer*) is declared provisionally enforceable or becomes final and conclusive and prior to the Closing Time; or
- (d) following an increase of the Offer Price as a result of which the Offer Price no longer only consists of a cash component and in respect of which increase a document is made generally available pursuant to article 15a, paragraph 3 of the Decree, provided that such Shares were already tendered before such document was made generally available and will be withdrawn within seven Business Days after such document was made generally available.

To withdraw a previous tender of Shares, holders of Shares held through an Admitted Institution must instruct the Admitted Institution they initially instructed to tender the Shares to arrange for the withdrawal of such Shares by the timely deliverance of a written notice of withdrawal to the Settlement Agent at the address set out in Section 2.6 (*Contact details*), and Registered Holders must timely deliver a written notice of withdrawal to the Settlement Agent at the address set out in Section 2.6 (*Contact details*) and in the form as attached to the acceptance form.

Any notice of withdrawal must specify the name of the person having tendered the Shares to be withdrawn, the number of Shares to be withdrawn and the name of the registered holder of the Shares to be withdrawn, if different from that of the person who tendered such Shares. The signature(s) on the notice of withdrawal must be guaranteed by an Admitted Institution, unless such Shares have been tendered for the account of any Admitted Institution. All questions as to the form and validity (including time of receipt) of any notice of withdrawal will be determined by the Offeror, in its sole discretion, which determination will be final and binding. Holders of Shares held through an Admitted Institution should contact their financial intermediary to obtain information about the deadline by which they must send instructions to the financial intermediary to withdraw their acceptance of the Offer and should comply with the dates and times set by such financial intermediary, as such dates and times may differ from the dates and times noted in this Offer Memorandum.

Withdrawals of tenders of Shares may not be rescinded, and any Shares in respect of which the tender is properly withdrawn will be deemed not to have been validly tendered for purposes of the Offer. However, withdrawn Shares may be retendered by the procedure for tendering Shares described in Section 4.3 (*Acceptance of the Offer by Shareholders*).

During the Post-Acceptance Period (if any), Shareholders have no right to withdraw Shares from the Offer, whether validly tendered (or defectively tendered, if the Offeror accepts such defective tender) during the Acceptance Period or during the Post-Acceptance Period.

4.7 Acceptance Period

The Acceptance Period will commence on 27 June 2022 at 09:00 hours CET and will expire on 2 September 2022 at 17:40 hours CET, unless the Offeror extends the Acceptance Period in accordance with Section 4.9 (*Extension of the Acceptance Period*).

4.8 Declaring the Offer Unconditional

The obligation of the Offeror to declare the Offer unconditional (*gestand doen*) is subject to the satisfaction or waiver of the Offer Condition in accordance with Section 5.5 (*Offer Conditions, waiver and satisfaction*). If the Offeror (wholly or partly) waives any Offer Condition, the Offeror will inform the Shareholders as required by Law.

No later than on the third Business Day following the Closing Date, the Offeror will determine whether the Offer Conditions have been satisfied or waived. On the Unconditional Date, the Offeror will announce whether the Offer (i) is declared unconditional, (ii) will be extended in accordance with article 15 of the Decree and Section 4.9 (*Extension of the Acceptance Period*) or (iii) is terminated as a result of the Offer Conditions not having been satisfied or waived, all in accordance with article 16 of the Decree. If the Offeror does not declare the Offer unconditional (*gestand doen*), the Offeror will explain such decision.

4.9 Extension of the Acceptance Period

If one or more Offer Conditions is or are not satisfied or waived on the initial Closing Time, the Offeror may, in accordance with article 15, paragraphs 1 and 2 of the Decree, extend the Acceptance Period once by no less than two weeks and no more than ten weeks calculated from the initial Closing Date.

If one or more Offer Conditions is or are not satisfied or waived on the Closing Time following the extension of the Acceptance Period in accordance with the above, the Offeror may, subject to receipt of an exemption granted by the AFM under specific circumstances pursuant to article 5:81, paragraph 3 and article 5:76, paragraph 2, sub a of the DFSA and in accordance with such exemption, extend the extended Acceptance Period (*verdere verlenging van de Aanmeldingstermijn*).

In addition, the Offeror may extend the Acceptance Period if a competing public offer for the Shares is announced or made to match the acceptance closing time of such a competing offer, in accordance with article 15, paragraph 5 of the Decree.

For the avoidance of doubt, in case of any extension of the Acceptance Period, all references in this Offer Memorandum to “Closing Time”, “Closing Date” and “2 September 2022” shall, unless the context requires otherwise, be changed to the latest time or date (as applicable) to which the Acceptance Period has been so extended.

If the Acceptance Period is extended, a public announcement to that effect will be made ultimately on the third Business Day following the initial Closing Date in accordance with the provisions of article 15, paragraphs 1 and 2 of the Decree. If the Offeror extends the Acceptance Period, the Offer will expire on the latest time and date to which the Offeror extends the Acceptance Period.

During an extension of the Acceptance Period, Shares previously tendered and not withdrawn in accordance with Section 4.6 (*Withdrawal rights*) will remain tendered under the Offer. Shares tendered during the extension of the Acceptance Period cannot be withdrawn, subject to the withdrawal rights set forth in Section 4.6 (*Withdrawal rights*).

4.10 Settlement

If the Offeror declares the Offer unconditional (*gestand doen*), the Offeror will accept the transfer (*levering*) of all Tendered Shares on the terms of the Offer.

On the Settlement Date, the Offeror will pay the Offer Price in respect of each Tendered Share transferred (*geleverd*) to the Offeror by a Shareholder, on the terms set out in this Offer Memorandum. The Settlement Date shall be no later than five Business Days after the Unconditional Date. The Offeror cannot guarantee that Shareholders will actually receive the Offer Price within this period. No specific action is required from the Shareholders regarding the delivery of the Offer Price.

As of the Settlement, revocation (*herroeping*), dissolution (*ontbinding*) or annulment (*vernietiging*) of the tender, sale or transfer (*levering*) of any Share tendered during the Acceptance Period is not possible.

4.11 Post-Acceptance Period

If the Offeror declares the Offer unconditional (*gestand doen*), the Offeror may, in its sole discretion and within three Business Days after the Unconditional Date, elect to publicly announce the Post-

Acceptance Period to enable Shareholders who did not tender their Shares during the Acceptance Period to tender their Shares on the same terms and subject to the same conditions and restrictions as the Offer.

If the Post-Acceptance Period is announced:

- a) the Post-Acceptance Period will commence on the first Business Day following the announcement thereof and will last no more than two weeks;
- b) no later than on the third Business Day following the last day of the Post-Acceptance Period, the Offeror will publicly announce the number and percentage of Shares tendered during the Post-Acceptance Period and the total number and total percentage of Shares held by it in accordance with article 17, paragraph 4 of the Decree; and
- c) the Offeror will continue to accept the transfer (*levering*) of all Shares validly tendered during the Post-Acceptance Period (or defectively tendered, if the Offeror accepts such defective tender) and will pay for such Shares within five Business Days following the last day of the Post-Acceptance Period.

During the Post-Acceptance Period (if any), Shareholders have no right to withdraw Shares from the Offer, whether validly tendered (or defectively tendered, if the Offeror accepts such defective tender) during the Acceptance Period or during the Post-Acceptance Period.

As of the settlement of a Share tendered during the Post-Acceptance Period (if any), revocation (*herroeping*), dissolution (*ontbinding*) or annulment (*vernietiging*) of the tender, sale or transfer (*levering*) of such Share is not possible.

4.12 Costs related to tendering

No costs will be charged to Shareholders by the Offeror for the transfer (*levering*) of or payment for tendered Shares held through an Admitted Institution. However, Shareholders may be charged certain fees by Admitted Institutions or their custodians, their banks or stockbrokers. Shareholders should consult their Admitted Institution, custodian, bank or stockbroker regarding any charges. Costs might also be charged if a foreign institution is involved in the transfer (*levering*) of or payment for Shares tendered under the Offer.

4.13 Withholding

The Offeror is entitled to deduct and withhold from the Offer Price such amounts as the Offeror is required to deduct and withhold with respect to the payment of the Offer Price under any provision of applicable tax or social security Law. To the extent that amounts are so deducted and withheld by the Offeror, such amounts shall be treated for all purposes as having been paid to the Shareholders on behalf of which such deduction and withholding was made by the Offeror.

4.14 Restrictions

The Offer is being made with due observance of the statements, conditions and restrictions included in this Offer Memorandum. The Offeror reserves the right to accept any tender under the Offer that is made by or on behalf of a Shareholder, even if it has not been effected in the manner as set out in Section 4.3 (*Acceptance of the Offer by Shareholders*).

4.15 Announcements

All further announcements by HAL in relation to the Offer, including whether or not the Offeror declares the Offer unconditional (*gestand wordt gedaan*) and announcements in relation to an extension of the Acceptance Period, if any, will be made by press release and placed on HAL's website (www.halholding.com/boskalis-offer).

Subject to any applicable requirements of the Decree and other Laws and without limiting the manner in which HAL may choose to make any public announcement, HAL will not have any obligation to make a public announcement other than as described in this Offer Memorandum.

4.16 Indicative timetable of the Offer

Expected date and time	Event
24 June 2022	Press release in accordance with article 10, paragraph 3 of the Decree, announcing the availability of this Offer Memorandum and the making of the Offer
27 June 2022, 09:00 hours CET	Commencement of the Acceptance Period
At least six Business Days before the Closing Date	Extraordinary general meeting of Boskalis to discuss the Offer in accordance with article 18, paragraph 1 of the Decree
2 September 2022, 17:40 hours CET	<i>Closing Time</i> Deadline for Shareholders wishing to tender Shares during the Acceptance Period, unless the Acceptance Period is extended in accordance with Section 4.9 (<i>Extension of Acceptance Period</i>)
No later than three Business Days after the Closing Date	<i>Unconditional Date</i> The date on which the Offeror will publicly announce, in accordance with article 16 of the Decree, whether the Offer is declared unconditional (<i>gestand wordt gedaan</i>)
No later than five Business Days after the Unconditional Date	<i>Settlement Date</i> The date on which, in accordance with the terms and conditions of the Offer, the Offeror will acquire each Tendered Share against payment of the Offer Price
No later than three Business Days after the Unconditional Date	<i>Announcement of Post-Acceptance Period, if any</i> If the Offer is declared unconditional, the Offeror may announce a Post-Acceptance Period of no more than two weeks, in accordance with article 17 of the Decree

5. EXPLANATION OF THE OFFER

5.1 Introduction

On 10 March 2022, HAL Holding announced the intended public offer by a wholly-owned subsidiary of HAL Holding for all the Shares and certainty of funds, pursuant to the provisions of article 5, paragraph 2 and article 7, paragraph 4 of the Decree (the **Initial Announcement**). Reference is made to Section 11 (*Press Releases*).

5.2 Substantiation of the Offer Price

(a) General

In establishing the Offer Price, the Offeror carefully considered the history and prospects of the Boskalis Group, including analyses of historical financial information derived from Boskalis' financial statements, company presentations, press releases and selected equity research reports (all as publicly available on 9 March 2022, the last trading date prior to the Initial Announcement (the **Reference Date**)) as well as potential future developments in profitability, cash flows and balance sheet components. In addition, the Offeror took into account historical market values of the Shares on Euronext Amsterdam, performed an outside-in assessment of the potential developments in the markets in which the Boskalis Group is active (such as analyses regarding current and future demand for dredging works, offshore wind farm installations, offshore oil & gas related projects and other relevant market segments), and performed financial analyses as set out in Section 5.2(b) (*Financial analyses*), all based on information that was publicly available on the Reference Date.

(b) Financial analyses

The Offer Price has been based on the following financial analysis by the Offeror:

- (i) a standalone discounted cash flow analysis based on historical and expected developments in the operational and financial performance of the Boskalis Group. The analysis was based on equity research analyst consensus for the main financial parameters (i.e., revenues and revenue growth, EBITDA, EBIT, capital expenditures and net working capital), extrapolated to 2025. A sensitivity analysis was conducted on these financial parameters and on the weighted average cost of capital (8.0% to 10.0%);
- (ii) a trading multiple analysis on the Reference Date closing prices based on EBITDA and EBIT performed on a peer set of seventeen publicly traded dredging, EPC offshore contracting and other relevant companies¹, which peer set has been based on the various peer sets used by equity research analysts covering Boskalis. Based on the analyst consensus for 2022 EBITDA and EBIT of these seventeen companies, the median enterprise value to EBITDA ratio was 5.9x and the median enterprise value to EBIT ratio was 13.4x, which compares to 8.1x and 17.6x for Boskalis based on the offer price of EUR 32.50 (cum dividend) per Share as announced in the Initial Announcement;
- (iii) an analysis of the closing prices of the Shares on Euronext Amsterdam since 10 March 2019 up to and including the Reference Date. In this period, the closing

¹ Great Lakes, CFE, NMDC, Dredging Corporation of India, Penta-Ocean, TechnipFMC, Subsea7, Saipem, SBM Offshore, Wilson Sons, Fugro, Petrofac, John Wood, Worley, Technip Energies, MODEC and SIF.

price per Share ranged from EUR 14.25 to EUR 29.26. The closing price per Share on Euronext Amsterdam on the Reference Date was EUR 25.30. The volume-weighted average closing price per Share on Euronext Amsterdam for the one, three, six and twelve month periods prior to and including the Reference Date were EUR 25.14, EUR 25.46, EUR 25.60 and EUR 26.51, respectively;

- (iv) an analysis of selected analyst twelve-month price targets for the Shares according to publicly available equity research analyst reports issued after 1 November 2021 and prior to the Reference Date by eleven research analysts², with an average of EUR 31.05; and
- (v) an analysis of selected precedent offer premia for voluntary public offers that were announced between 1 January 2017 and the Reference Date (i) on companies listed on Euronext Amsterdam by financial investors³ and (ii) on Western European listed companies by offerors owning more than 30% of the share capital of the target prior to the offer⁴. The median offer premium to the unaffected share price (i.e., the closing share price on the last trading day prior to the earlier of (x) transaction announcement and (y) material, public speculation of a transaction, if any) for these transactions was approximately 25% and 26% respectively, which compares to 28% for the offer price of EUR 32.50 (cum dividend) per Share as announced in the Initial Announcement.

(c) *Premia*

The offer price of EUR 32.50 (cum dividend) per Share as announced in the Initial Announcement represents:

- (i) a premium of approx. 28% to the closing price per Share on Euronext Amsterdam on the Reference Date;
- (ii) a premium of approx. 29% to the volume-weighted average closing price per Share on Euronext Amsterdam for the one month period prior to and including the Reference Date;
- (iii) a premium of approx. 28% to the volume-weighted average closing price per Share on Euronext Amsterdam for the three month period prior to and including the Reference Date;
- (iv) a premium of approx. 27% to the volume-weighted average closing price per Share on Euronext Amsterdam for the six month period prior to and including the Reference Date; and
- (v) a premium of approx. 23% to the volume-weighted average closing price per Share on Euronext Amsterdam for the twelve month period prior to and including the Reference Date.

² Oddo BHF, Alphavalue, Berenberg, HSBC, ING, Jefferies, KBC Securities, Kempen & Co, Kepler Cheuvreux, Degroof Petercam and Sadif.

³ The relevant voluntary public offers are: Accell, Hunter Douglas (3G Capital), Neways, ICT Group, DPA Group, Hunter Douglas (Bergson), Altice, NIBC, VolkerWessels, Wessanen and Refresco.

⁴ The relevant voluntary public offers are: Vivo Energy, Iliad, Osram, Tarkett, Natixis, Orange Belgium, Kabel Deutschland, Hunter Douglas (Bergson), Metro, Altice, Rocket Internet SE, Daejan, Oeneo, VolkerWessels, Constantin Medien, Millenium & Copthorne, Acacia Mining, SHW, Stallergenes Greer, VTG, Vedanta, Christian Dior, Market Tech, Pfeiffer and SALVEPAR.

5.3 Rationale for the Transaction

The Offeror believes that the current public listing offers limited added value to Boskalis, and does not outweigh the costs and other disadvantages of the listing. The Offeror furthermore believes that given Boskalis' business characteristics, the long-term nature of its larger projects (typically spanning multiple years) and the cyclical nature of its underlying markets, Boskalis could benefit from private ownership with a long-term investment horizon, and that such private ownership could also enhance M&A opportunities.

The Offeror supports Boskalis' existing strategy, intends for Boskalis to continue its business activities in accordance with the strategy, and has no intention to change Boskalis' headquarters, management or governance. The Offeror is furthermore committed to the long-term interests of Boskalis and its business, taking into account the interests of its stakeholders, including its employees.

5.4 Financing of the Offer

The Offer values 100% of the Shares at approximately EUR 4.1 billion. The Offeror will pay the Offer Price fully through readily available cash resources. Reference is also made to the Initial Announcement in which certainty of funds was announced in accordance with article 7, paragraph 4 of the Decree.

5.5 Offer Conditions, waiver and satisfaction

(a) Offer Conditions

The obligation of the Offeror to declare the Offer unconditional (*het bod gestand doen*) is subject to the following conditions precedent (*opschortende voorwaarden*) (the **Offer Conditions**) being satisfied or waived on the Unconditional Date:

Regulatory and Competition Clearances

- (i) the Regulatory and Competition Clearances having been obtained;

No Material Adverse Effect

- (ii) no Material Adverse Effect having occurred;

No Protective Preference Shares or other protective measure

- (iii) no Protective Preference Shares having been issued, the Protective Foundation not having exercised its Call Option, and no member of the Boskalis Group having taken since the date of this Offer Memorandum any (other) action that may result in a reduction or restriction of Shareholder rights or that may otherwise lead to or result in any protective measure (*beschermingsmaatregel*) by Boskalis to the detriment of the rights of the Offeror or the value of the Shares;

No governmental or court order

- (iv) no order, stay, judgment, injunction or decree having been issued by any Regulatory Authority and being in effect, and no law, statute, treaty, ordinance, rule, regulation, directive, code or order by any Regulatory Authority having been enacted, enforced or deemed applicable to the Transaction, in each case whether temporary,

preliminary or permanent, any of which restrains, prohibits or materially delays or is reasonably likely to restrain, prohibit or materially delay consummation of the Transaction, in whole or in part;

No instruction by the AFM

- (v) no instruction having been issued by the AFM under article 5:80, paragraph 2 of the DFSA ordering one or more investment firms (*beleggingsondernemingen*) not to cooperate with the Offer; and

No suspension or ending of trading

- (vi) trading in the Shares on Euronext Amsterdam not having been suspended or ended by Euronext Amsterdam.

As announced in the Initial Announcement, the Offer is not subject to a minimum acceptance threshold.

(b) Waiver

All Offer Conditions, except for the Offer Condition in Section 5.5(a)(v) (*No instruction by the AFM*), may, to the extent permitted by Law, be waived (either in whole or in part) by the Offeror in its sole discretion, at any time. The Offer Condition in Section 5.5(a)(v) (*No instruction by the AFM*) cannot be waived.

(c) Satisfaction

The satisfaction of each of the Offer Conditions does not solely depend on the will of the Offeror as prohibited by article 12, paragraph 2 of the Decree.

In accordance with the Law, if it is ascertained by the Offeror that an Offer Condition is not satisfied or is incapable of being satisfied and the relevant Offer Condition is not or cannot be waived, the Offeror shall forthwith publicly announce this in accordance with article 12, paragraph 3 of the Decree.

To the Offeror's knowledge, at the date of this Offer Memorandum, there are no Effects that, in aggregate, would result in a Material Adverse Effect.

5.6 Regulatory and Competition Clearances

In light of the relevant turnover levels and applicable turnover thresholds, the Offer requires a notification to and clearance from:

- a) the European Commission (the **EC**) under Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings;
- b) the Administrative Council for Economic Defence (the **CADE**) under Law No. 12,529 of 2011 and a series of resolutions in Brazil;
- c) the Turkish Competition Authority (the **TCA**) under the Communiqué 2010/4 on Mergers and Acquisitions Requiring the Approval of the Competition Board; and
- d) the General Authority for Competition (the **GAC**) in the Kingdom of Saudi Arabia under Royal Decree No. M/1 5.

In light of Boskalis' activities in certain sectors or contracts with certain parties that fall within the scope of rules for foreign direct investments, the Offer requires a notification to and clearance from:

- a) the Danish Business Authority (the **DBA**) under Act no. 842 of 2021 (Investment Screening Act);
- b) the Foreign Investment Review Board (the **FIRB**) in Australia under the Foreign Acquisitions and Takeovers Act 1975;
- c) the German Federal Ministry for Economic Affairs and Climate Actions (the **BMWK**) under the German Foreign Trade and Payments Regulation; and
- d) the Prime Minister's Office (the **PMO**) in Italy under Law Decree No. 21/2012.

Prior to the publication of this Offer Memorandum, the Regulatory and Competition Clearances from the EC, the CADE, the TCA and the PMO have been obtained.

5.7 Shareholdings of the members of the Boards

As at 22 June 2022, the following members of the Boards are registered in the public register of the AFM as holding shares (including rights to acquire shares) or voting rights in Boskalis:

	Number of Shares	Number of votes
P.A.M. Berdowski	100,000	100,000
B.H. Heijermans	25,000	25,000

5.8 Shareholding and transactions by the offeror

As at the date of this Offer Memorandum, HAL Investments holds 59,725,171 Shares.

During the twelve months prior to the date of this Offer Memorandum, the following transactions or agreements in respect of Shares were effected or concluded by HAL Investments:

- On 25 January 2022, HAL Investments purchased 140,609 Shares at an average price per Share of EUR 25.06.
- On 26 January 2022, HAL Investments purchased 130,000 Shares at an average price per Share of EUR 25.31.
- On 27 January 2022, HAL Investments purchased 130,020 Shares at an average price per Share of EUR 25.43.
- On 10 March 2022, HAL Investments entered into a block trade agreement with Stichting Hyacinth (the **Foundation**), a foundation (*stichting*) incorporated under the laws of The Netherlands having its statutory seat (*statutaire zetel*) in Amsterdam, The Netherlands and its registered address at Dijsselhofplantsoen 12, 1077 BL Amsterdam, The Netherlands and registered with the Dutch trade register under number 84855355. The Foundation is a special purpose foundation separate from HAL for acquiring and temporarily holding Shares. Under the block trade agreement, the Foundation has agreed to sell and transfer to HAL all Shares that will be acquired by the Foundation, subject to the condition precedent of the Regulatory and Competition Clearances having been obtained. The aggregate purchase price for such Shares will be equal to the aggregate purchase price at which the Foundation acquired such Shares (not

to exceed the Offer Price), decreased by distributions that the Foundation receives or becomes entitled to in respect of such Shares. As at 22 June 2022, the Foundation held 8,687,290 Shares. Information about further Shares that the Foundation may purchase will be disclosed by the Foundation, where relevant on a daily basis, by means of a press release that will be made available at www.halholding.com/boskalis-offer. The board of the Foundation has resolved not to vote on any Shares held by it until the Regulatory and Competition Clearances have been obtained. Until the Regulatory and Competition Clearances have been obtained, HAL Investments will not vote on such percentage of the Shares held by it as equals the percentage of the outstanding shares in the capital of Boskalis held by the Foundation.

According to press releases of the Foundation, the Foundation made the following purchases of Shares during the twelve months prior to the date of this Offer Memorandum:

<i>Date</i>	<i>Number of Shares</i>	<i>Volume-weighted average price per Share</i>	<i>Highest price per Share paid</i>
10 March 2022	1,657,995	EUR 32.50	EUR 32.50
11 March 2022	1,879,846	EUR 32.50	EUR 32.50
14 March 2022	1,058,975	EUR 32.50	EUR 32.50
15 March 2022	955,292	EUR 32.50	EUR 32.50
16 March 2022	30,095	EUR 32.50	EUR 32.50
24 March 2022	2,117,801	EUR 32.50	EUR 32.50
25 March 2022	14,620	EUR 32.50	EUR 32.50
30 March 2022	650	EUR 32.50	EUR 32.50
31 March 2022	458	EUR 32.50	EUR 32.50
13 June 2022	341,069	EUR 32.00	EUR 32.00
17 June 2022	240,296	EUR 31.97	EUR 31.98
20 June 2022	32,223	EUR 31.97	EUR 31.98
21 June 2022	39,654	EUR 31.98	EUR 31.98
22 June 2022	318,316	EUR 31.98	EUR 31.98

HAL, the Foundation, any of HAL's Affiliates (including the Offeror) or any entity acting in concert with HAL and any of their brokers (acting as agents for, or on behalf of, HAL, the Foundation, HAL's Affiliate or the entity acting in concert with HAL, as applicable) may, from time to time, purchase or make arrangements to purchase Shares outside of the Offer both before and after the date of this Offer Memorandum (including during the pendency of the Offer), including purchases in the open market at prevailing prices or in private transactions at negotiated prices, in each case, outside of the United States and to the extent permissible under Law (including Rule 14e-5 of the U.S. Exchange Act). Any such purchases will not be made at prices higher than the Offer Price or on terms more favourable than those offered pursuant to the Offer, unless the Offer Price is increased accordingly. Information regarding purchases of Shares outside of the Offer will be publicly disclosed, including in the United States, in the manner described above.

5.9 Transaction Protocol

On 2 June 2022, the Offeror, HAL Investments and Boskalis entered into a transaction protocol (the **Transaction Protocol**) in respect of the Offer. References in this Section 5.9 (*Transaction Protocol*) to HAL are to the Offeror and HAL Investments. The Transaction Protocol includes arrangements and agreements in respect of Boskalis' support and cooperation, the Buy-Out, the Delisting, amendment of the Articles of Association as per Delisting, Post-Closing Measure, Non-Financial Covenants, provision of information to HAL and compliance with the Dutch Corporate Governance Code.

(a) *Support and cooperation Boskalis with implementation Offer; neutral view on Offer Price*

The Boards, without the participation of Mr. J.N. van Wiechen, unanimously (i) approved and consented to the entering into by Boskalis of the Transaction Protocol and the performance by Boskalis of its obligations thereunder and (ii) resolved to, subject to the provisions of the Transaction Protocol, support and cooperate with the implementation of the Offer and the transactions contemplated in connection therewith and, after the Settlement Date, continue to manage and supervise Boskalis and cooperate with HAL in order to progress the sustainable success of the business of the Boskalis Group and to create long-term value.

As announced by Boskalis on 3 June 2022, the Boards – after having been unsuccessful to persuade the Offeror to increase the Offer Price – have concluded that the Offer Price is not unreasonable but also not sufficiently convincing to recommend the Offer Price to the Shareholders and the Boards therefore will present the Offer to the Shareholders with a neutral view on the Offer Price.

(b) *Buy-Out, Delisting and amendment of the Articles of Association as per Delisting*

If, following completion of the Offer, HAL, alone or together with its Affiliates, holds for its own account at least 95% of the Shares (and provided that there are no outstanding Protective Preference Shares), HAL will commence (x) a compulsory acquisition procedure (*uitkoopprocedure*) in accordance with article 2:92a or 2:201a of the DCC or (y) a takeover buy-out procedure in accordance with article 2:359c of the DCC to acquire the remaining Shares (the **Buy-Out**). Boskalis has agreed to provide HAL with any assistance as may reasonably be requested, including, if needed, joining such proceedings as co-claimant.

If, following completion of the Offer, HAL, alone or together with its Affiliates, holds at least 95% of the Shares, Boskalis and HAL have agreed in the Transaction Protocol that they will seek to procure the Delisting and the termination of the listing agreements between Boskalis and Euronext Amsterdam in relation to the listing of the Shares.

Boskalis has agreed to hold an extraordinary shareholders meeting (the **Post-Settlement EGM**) at such date as will be agreed between Boskalis and HAL to resolve on amending the Articles of Association as per Delisting. Reference is made to Section 13 (*Articles of Association as per Delisting*) for the Articles of Association as per Delisting as agreed between Boskalis and HAL. HAL has undertaken to Boskalis to vote in favour of such amendment on all of the Shares directly or indirectly held by it at the registration date of the Post-Settlement EGM.

(c) *Post-Closing Measure between 80% and 95%*

Boskalis and HAL have agreed that if a substantial majority of the Minority Shareholders, as determined per the date of the Initial Announcement (*voorbeurs*), will have sold or tendered their Shares to HAL (resulting in HAL holding more than 80% but less than 95% of the Shares), the Boards may at that point in time consider the pros and cons of a Delisting, taking into account Boskalis' interests and the interests of its stakeholders, including HAL and the remaining Minority Shareholders, and may, but shall not be under any obligation to, consider alternative Delisting structures (a **Post-Closing Measure**).

Boskalis and HAL have furthermore agreed that in the consideration and implementation of any Post-Closing Measure, due consideration will be given by HAL and Boskalis to the requirements of Law. In this respect, Boskalis and HAL have acknowledged and agreed in the Transaction Protocol to (i) consider the interests of all stakeholders including any Minority Shareholders, and the requirement for the members of the Supervisory Board to form their independent view of, and resolve

on, the relevant matter and (ii) only effect or cause to effect any such Post-Closing Measure (a) for the purpose of achieving an optimal corporate, operational, legal, financial and/or fiscal structure, (b) in accordance with the terms and subject to the conditions of the Transaction Protocol, (c) after settlement of any Shares tendered during the Post-Acceptance Period (if any), (d) if HAL and/or its Affiliates hold less than 95% of the Shares and (e) with the approval of the Boards. In this respect, Boskalis and HAL have agreed that the Supervisory Board shall continue to have the right to engage, for the account of Boskalis, its own financial and legal advisors, if and to the extent it believes that the advice of such advisors is necessary to assist it in reviewing and assessing any matter that comes before the Supervisory Board.

(d) Non-Financial Covenants

In the Transaction Protocol, Boskalis and HAL have agreed on certain non-financial covenants (the **Non-Financial Covenants**), which shall apply for a period of four (4) years as of the Settlement (the **Non-Financial Covenants Period**). Boskalis and HAL have agreed that any deviation from the Non-Financial Covenants shall require the prior approval of the Supervisory Board, excluding the Supervisory Board member appointed upon nomination of HAL. The Non-Financial Covenants are agreed between Boskalis and HAL as well as, by way of irrevocable third party undertaking for no consideration (*onherroepelijk derdenbeding om niet*), made to each of the members of the Supervisory Board, excluding the Supervisory Board member appointed upon nomination of HAL. Subject to prior approval from the Supervisory Board (excluding the Supervisory Board member appointed upon nomination of HAL), the Non-Financial Covenants may be enforced by each member of the Supervisory Board (excluding the Supervisory Board member appointed upon nomination of HAL), regardless of whether he or she is in office or dismissed, provided that after dismissal, the dismissed Supervisory Board member (excluding the Supervisory Board member appointed upon nomination of HAL) must assign the benefit of such undertaking to a new Supervisory Board member in function unless such dismissal is successfully challenged by such Supervisory Board member. HAL has agreed in advance to such assignment by a dismissed Supervisory Board Member to his or her successor. It has been agreed that Boskalis will bear all costs and expenses relating to such enforcement of the Non-Financial Covenants against HAL. Boskalis and HAL have furthermore agreed that, in the event that Boskalis ceases to exist or ceases to be the holding company of the Boskalis Group during the Non-Financial Covenants Period (which would require the approval of the Boards), the Non-Financial Covenants shall continue to apply to the subsequent holding company of the Boskalis Group. In such case, all references in the Non-Financial Covenants to Boskalis shall be deemed to refer to such new holding company and all references in the Non-Financial Covenants to the Boskalis Group shall be deemed to refer to such new holding company, its subsidiaries and its businesses. The Non-Financial Covenants are set out in full below.

Strategy

- (i) HAL fully supports the business strategy of Boskalis (the **Business Strategy**) as set out in its annual report for 2021, including the projected capital expenditures.
- (ii) HAL encourages the Boskalis Group to realise and accelerate the Business Strategy and will work with Boskalis to grow the business, organically and/or through mergers and acquisitions in a manner that reflects the Business Strategy.
- (iii) HAL agrees that Boskalis shall maintain its business integrity. HAL has no intention to break up the Boskalis Group and its business nor to divest any of the material subsidiaries, business units or assets, other than as approved by the Boards.

- (iv) In accordance with the Business Strategy, the Boskalis Group shall maintain the names and logos of the various brands of the Boskalis Group in all relevant markets and geographies.
- (v) HAL endorses the current Environmental, Social and Governance (**ESG**) principles, policies and goals of Boskalis, as reflected in the 2021 Sustainability Report, and will support continued internal and external communications in respect of ESG in the years to come, including the issuance of an annual Sustainability Report.

Governance

- (i) Boskalis' governance structure shall remain a two-tier structure with a Board of Management and a Supervisory Board.
- (ii) The composition of the Boards shall remain unchanged at Settlement and HAL has no intention to make any changes in such composition thereafter, subject to the retirement schedule on the basis of article 6 of the Supervisory Board Rules.
- (iii) Consistent with current practice, one Supervisory Board member will be affiliated with HAL and will be appointed upon nomination of HAL, who will upon Delisting become the vice-chair of the Supervisory Board. Boskalis acknowledges that (re)appointment of the HAL nominee can be a deviation from the Dutch Corporate Governance Code. All other members of the Supervisory Board will be independent from HAL.
- (iv) In accordance with articles 15.2 and 15.3 of the Articles of Association (which will upon Delisting be amended as agreed in the Transaction Protocol), members of the Board of Management will be appointed and dismissed by the General Meeting. In accordance with articles 18.4 and 18.7 of the Articles of Association (which will upon Delisting be amended as agreed in the Transaction Protocol) members of the Supervisory Board will be appointed and dismissed by the General Meeting. HAL undertakes not to dismiss members of the Supervisory Board if as a consequence of such dismissal the Supervisory Board were to consist of less than three members.
- (v) HAL shall respect, and Boskalis shall continue to apply, the current governance and decision-making structure of Boskalis and the powers and authorities of each of the Board of Management, the Supervisory Board and the General Meeting in accordance with the current Articles of Association and the current Supervisory Board Rules, in each case subject only to the amendments as agreed in the Transaction Protocol.
- (vi) Upon Delisting, the following material decisions (the **Material Decisions**) will require approval from the Supervisory Board, including the affirmative vote of both the chair and the vice-chair of the Supervisory Board:
 - (A) approval of the annual budget and corporate business plan;
 - (B) investments with a value in excess of EUR 50 million, except to the extent included in the approved annual budget;
 - (C) M&A transactions with a value in excess of EUR 50 million; and
 - (D) financing for an amount in excess of EUR 100 million.
- (vii) The Articles of Association shall be amended upon Delisting substantially in the form included in Section 13 (*Articles of Association as per Delisting*).

- (viii) HAL shall not otherwise amend the Articles of Association or the Supervisory Board Rules, except if required to comply with Law. However, after Delisting and expiration of the Non-Financial Covenants Period, the General Meeting may amend the Articles of Association, also if not proposed by the Boards. In this respect, a transitional clause (*overgangsbepaling*) is included in the Articles of Association upon Delisting, however, only to become effective after expiration of the Non-Financial Covenants Period.
- (ix) After Delisting, the Boards and HAL will, collectively, review the Supervisory Board Rules (including the ongoing relevance of multiple Supervisory Board committees) and discuss and decide whether and to what extent there is merit in amending these rules on the basis that the Dutch Corporate Governance Code no longer applies to Boskalis by virtue of Law. Upon Delisting, the Supervisory Board Rules shall be amended to reflect that resolutions of the Supervisory Board in respect of (i) nomination of new members of the Boards and (ii) Material Decisions require the affirmative vote of a majority of the members of the Supervisory Board, which majority must include the chair and the vice-chair of the Supervisory Board.
- (x) The Supervisory Board, excluding the Supervisory Board member appointed upon nomination of HAL, shall monitor the fair treatment of Minority Shareholders of the Company and compliance with the Non-Financial Covenants and, if applicable, resolve on deviation from the Non-Financial Covenants.

Organisation and operations

Taking into account the corporate and business interests of Boskalis and its stakeholders, HAL agrees and Boskalis shall ensure that:

- (A) Boskalis, together with its respective subsidiaries, shall maintain their current operating and reporting structure and practice;
- (B) the management of the Boskalis Group remains responsible for managing the Boskalis Group and its businesses, in accordance with their current internal approval and authorization rules and arrangements (as amended as agreed in the Transaction Protocol);
- (C) Boskalis will maintain a substantial presence in the Netherlands;
- (D) the corporate name of Boskalis shall remain unchanged; and
- (E) Boskalis' corporate identity, culture and values are maintained.

Financing

- (i) HAL agrees and Boskalis shall ensure that the Boskalis Group shall remain prudently financed to safeguard business continuity and to support the sustainable success of the business.
- (ii) HAL agrees that Boskalis shall not distribute any dividend or make any capital distribution to HAL and/or any other shareholder of Boskalis to the extent that Boskalis would as a consequence thereof not have:
 - (A) sufficient reserves to be able to issue performance bonds in connection with (large) projects, consistent with current practice;

- (B) sufficient funds to finance its projected capital expenditure over the coming three years;⁵ and
- (C) the ability to finance further acquisitions.

Employees

- (i) HAL agrees that the Boskalis Group shall ensure that no reductions of the total workforce of the Boskalis Group shall take place as a consequence of the Offer or completion thereof.
- (ii) HAL agrees that the Boskalis Group shall respect the existing rights and benefits of the employees of the Boskalis Group, including (i) existing rights and benefits under their individual employment agreements, collective labour agreements and social plans, (ii) existing rights and benefits under existing covenants made to the works councils and trade unions, and (iii) the existing redundancy practices applied by the Boskalis Group.
- (iii) HAL agrees that the Boskalis Group shall respect the existing pension rights of the Boskalis Group's current and former employees.
- (iv) HAL agrees that the Boskalis Group shall respect its current employee consultation structure in the Netherlands (i.e., works council and trade unions) and shall continue to have a works council in the Netherlands.
- (v) HAL agrees that the Boskalis Group shall foster a culture of excellence, where qualified employees are offered attractive training and career progression. HAL endorses the employee-related values and principles described on, *inter alia*, pages 48-52 of Boskalis' annual report for 2021.

Minority Shareholders

HAL agrees that for as long as Boskalis has Minority Shareholders, neither Boskalis nor any other member of the Boskalis Group shall take any of the following actions:

- (A) issue additional shares in the capital of Boskalis for a cash consideration to any person which would dilute the interest of any shareholder of Boskalis, unless the shareholders of Boskalis be granted offering pre-emption rights (*voorkeursrechten*) in respect of any such issuance of shares;
- (B) agree to a related party transaction with HAL which has not been approved by the Supervisory Board (excluding the Supervisory Board member appointed upon nomination of HAL); and
- (C) take any other action which disproportionately prejudices the value of, or the rights relating to, any Minority Shareholder's interest in Boskalis.

HAL's holding period intentions

- (i) HAL has no intention to directly or indirectly sell a controlling interest in Boskalis.

⁵ Projected CAPEX investments over the coming three years amount to EUR 1.25 - 1.35 billion, as disclosed on page 16 of the Annual Report 2021 and further external communications in the context of the publication of the annual results 2021 on 10 March 2022. This amount excludes any asset acquisitions, bolt-on acquisitions or consolidation opportunities that may arise.

- (ii) HAL has no intention to directly or indirectly syndicate any part of its interest in Boskalis.
- (iii) Boskalis and HAL agree that, in the event HAL or any of its Affiliates sells or transfers (whether directly or indirectly, whether by a sale or transfer of shares or otherwise) the Boskalis Group (in a single transaction or a series of related transactions) to any third party within the Non-Financial Covenants Period, HAL shall procure that such third party shall commit to undertakings in respect of Boskalis which are comparable to the Non-Financial Covenants for the remainder of the duration of the Non-Financial Covenants Period.

(e) *Provision of information to satisfy HAL Obligations*

To enable HAL, HAL Holding and HAL Trust to satisfy their ongoing financial reporting, consolidation, (internal) audit and other legal and regulatory requirements (including under their tax, risk management and control procedures), as these requirements may apply from time to time, whether in connection with IFRS or otherwise (collectively, the **HAL Obligations**), Boskalis has agreed to provide HAL periodically with certain financial and other information about the Boskalis Group. Until Delisting, Boskalis and HAL have agreed to ensure that such provision of information complies with Law and HAL and Boskalis shall coordinate their respective financial calendars. It has furthermore been agreed in the Transaction Protocol that HAL and Boskalis will ensure that the auditor of HAL shall have access to the auditor of Boskalis and collaborate in preparing the audit of Boskalis and HAL and Boskalis will align their accounting principles, to the extent required to satisfy the HAL Obligations.

(f) *Compliance with Dutch Corporate Governance Code up to Delisting*

Boskalis and HAL have agreed that for as long as Boskalis remains listed on Euronext Amsterdam, it shall continue to comply with the Dutch Corporate Governance Code (except for (i) current and future deviations from the Dutch Corporate Governance Code in accordance with the “explain” requirement in respect of such deviations (the current deviations are described on page 71 of Boskalis' annual report 2021 (available on the website of Boskalis, www.boskalis.com)), (ii) deviations from the Dutch Corporate Governance Code that find their basis in the Transaction Protocol, it being understood that deviation from the best practices in respect of conflict of interest as set out in the Dutch Corporate Governance Code shall not be permitted, other than pursuant to arrangements set out in the Transaction Protocol).

(g) *Works council and trade unions*

The works council of Boskalis was informed of the Offer, met with representatives of HAL to discuss the Offer and has rendered a positive advice in respect of the entering into of the Transaction Protocol.

The secretariat of the Social Economic Council (*Sociaal-Economische Raad*) and the relevant trade unions within the meaning of the *SER Fusiegedragsregels 2015* have been notified in writing of the Offer in accordance with the *SER Fusiegedragsregels 2015*. Several questions were raised by trade unions and answered by HAL, and meetings (including via videoconference) between representatives of HAL and trade unions have taken place during which the Offer was discussed.

5.10 Possible consequences of the Offer for non-tendering Shareholders

The Offer, if and when it is declared unconditional, may have implications for Shareholders who did not tender their Shares under the Offer. Therefore, Shareholders considering not tendering or who do not intend to tender their Shares under the Offer should carefully review this Section 5.10

(Possible consequences of the Offer for non-tendering Shareholders) and Sections 5.9 (Transaction Protocol) and 9.3 (Material Dutch tax consequences for Shareholders who do not tender their Shares), which explain certain intentions of the Offeror and describe certain actual or potential risks and implications to which Shareholders will or may be subject if they elect not to accept the Offer and the Offer is declared unconditional and settled. These risks are in addition to the risks associated with holding Shares generally, such as the exposure to risks related to the business of the Boskalis Group, the markets in which the Boskalis Group operates, as well as economic trends affecting such markets generally as such business, markets or trends may change from time to time.

(a) *Liquidity and market value; Delisting*

The purchase of Shares by the Offeror pursuant to the Offer will reduce the number of Shareholders, as well as the number of Shares that might otherwise be traded publicly. As a result, the size of the free float in Shares may be substantially reduced following Settlement and the liquidity and trading prices of Shares may be adversely affected. HAL does not intend to compensate the Shareholders for such adverse effect.

The Delisting or implementation of any Other Post-Offer Measure may further adversely affect the liquidity and market value of any Shares not tendered under the Offer. In the event that Boskalis or its successor entity will no longer be listed or become or be a private limited liability company, the statutory provisions applicable to the governance of public limited liability companies or listed companies will no longer apply and the rights of Minority Shareholders may, in accordance with the Law, be reduced.

(b) *Other Post-Offer Measures*

HAL reserves the right, but shall not be under any obligation, to effect or cause to effect any restructuring of the Boskalis Group (other than the Buy-Out, which is described in Section 5.9(b) (Buy-Out, Delisting and amendment of the Articles of Association as per Delisting)) to acquire more or all of the Shares or all or part of the Boskalis Group's assets or business or to achieve the ability to effect the Delisting or to achieve a different operational, legal, financial or tax structure (each an **Other Post-Offer Measure**) in accordance with the Law and the terms of the Transaction Protocol (reference is made to Section 5.9 (Transaction Protocol)), some of which may have the (side) effect of diluting the interest of Minority Shareholders, including:

- (i) a subsequent public offer for any Shares held by Minority Shareholders;
- (ii) a statutory (cross-border or domestic) bilateral or triangular legal merger (*juridische driehoeks-fusie*) or a statutory legal demerger (*juridische splitsing*) in accordance with Title 7 of Book 2 DCC involving one or more members of the Boskalis Group, which could result in the delisting of the Shares from Euronext Amsterdam;
- (iii) a contribution of cash or assets by HAL or an Affiliate of HAL in exchange for new shares in the share capital of a member of the Boskalis Group, in which circumstances the pre-emptive rights (*voorkeursrechten*), if any, of Minority Shareholders may be excluded;
- (iv) a sale or transfer of assets and liabilities (i) by a member of the Boskalis Group to HAL or an Affiliate of HAL, or (ii) by HAL or an Affiliate of HAL to a member of the Boskalis Group;
- (v) a distribution of proceeds, cash or assets to the shareholders of Boskalis, share buybacks or the making of any changes to the dividend policy of Boskalis;

- (vi) a liquidation of a member of the Boskalis Group;
- (vii) a conversion of Boskalis into a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*);
- (viii) a transaction between a member of the Boskalis Group and HAL or an Affiliate of HAL, which transaction may be at terms that are not at arm's length;
- (ix) a transaction, including a sale or transfer of a material asset, between members of the Boskalis Group or between a member of the Boskalis Group and HAL or an Affiliate of HAL with the objective of utilising any carry forward tax losses available to the Boskalis Group, HAL or an Affiliate of HAL;
- (x) a transaction, restructuring, share issue, procedure or proceeding in relation to any member of the Boskalis Group required to effect the aforementioned objectives; or
- (xi) a combination of the foregoing.

When resolving on any Other Post-Offer Measure, due consideration will be given to requirements of applicable Law, including the fiduciary duties of the members of the Boards to promote the sustainable success of Boskalis' business and to consider the interests of the Shareholders (including Minority Shareholders) and all other stakeholders, and relevant employee representation bodies' information or consultation requirements.

Other Post-Offer Measures could raise specific tax issues for any member of the Boskalis Group or Shareholders as a result of which the after-tax return received by a Shareholder may be significantly lower than the return would have been had such Shareholder tendered its Shares under the Offer.

(c) *Dividend policy*

The Shareholders should be aware that Boskalis may or may not pay dividends or other distributions in the future. Future dividends or other distributions paid may be of a one-off nature only and the amount of any dividend or other distribution will depend on a number of factors associated with HAL's tax and financial preferences from time to time. Any distribution made in respect of Shares after the Settlement Date will be deducted for the purpose of establishing the value per Share in the Buy-Out or, where relevant, any Other Post-Offer Measure.

(d) *Tax treatment of distributions*

HAL and Boskalis give no assurances and have no responsibility with respect to the tax treatment of Shareholders with respect to any distributions made by Boskalis or any successor entity to Boskalis, which may include dividends, repayments of capital, distributions from reserves and liquidation distributions. In the event that there is a sale of all, substantially all, or part of the assets of Boskalis, followed by a liquidation and a distribution of the sale proceeds, this may raise specific tax issues for Shareholders, including without limitation a deduction and withholding of Dutch dividend withholding tax. To the extent Dutch dividend withholding tax is not fully creditable against any tax liability of a Shareholder, the after-tax return may be significantly lower than the return would have been had the Shares held by it been tendered under the Offer. In addition, a sale of all, substantially all, or part of the assets of Boskalis may raise other specific tax issues for any member of the Boskalis Group or Shareholders as a result of which the after-tax return received by a Shareholder may be significantly lower than the return would have been had such Shareholder tendered its Shares under the Offer.

6. INFORMATION REGARDING BOSKALIS

6.1 Introduction

Boskalis is a public limited liability company (*naamloze vennootschap*) incorporated under the laws of The Netherlands having its statutory seat in Sliedrecht, The Netherlands and its registered address at Rosmolenweg 20, 3356 LK Papendrecht, The Netherlands and registered with the Dutch trade register under number 23008599. Boskalis is listed on Euronext Amsterdam.

6.2 History of Boskalis

Year	Event
1910	Boskalis is established as dredging company by a group of families in Sliedrecht, The Netherlands
1933	Boskalis establishes Westminster Dredging Company in London, United Kingdom
1971	Boskalis lists its shares on Euronext Amsterdam
1978	Boskalis receives the designation 'Royal'
1985	Boskalis acquires Dutch dredging company Breejenbout
1988	Boskalis acquires Dutch dredging company Zanen Verstoep
1989	HAL acquires a 20% interest in Boskalis
1990s	Boskalis develops from a dredging company into a marine contractor
2010	Boskalis acquires Dutch maritime services provider SMIT Internationale
2013	Boskalis acquires a 50% share in offshore cable installation company VBMS
2013	Boskalis acquires heavy marine transport specialist Dockwise
2014	Boskalis acquires long-distance ocean towage services provider Fairmount Marine
2016	Boskalis acquires the dredging activities and assets of STRABAG Wasserbau and the remaining 50% in offshore cable installation company VBMS
2017	Boskalis acquires all shares of the Gardline Group, a UK based company active in marine geophysical surveys, offshore geotechnical services and environmental surveys
2018	Boskalis merges all of its activities under a single brand name
2019	Boskalis acquired the Horizon Group, a United Arab Emirates based company active in marine geophysical surveys and geotechnical services Boskalis divests shares in harbour towage joint ventures with SAAM (Americas) and Kotug (Europe)
2021	Boskalis acquires Rever Offshore's subsea services business Boskalis signs agreement to divest shares in harbour towage joint venture with Keppel (closing expected in 2022)

6.3 Business and organisational overview

The Boskalis Group is a global services provider operating in the dredging, maritime infrastructure and maritime services sectors. It provides solutions to infrastructural challenges in the maritime, coastal and delta regions of the world. With core activities such as coastal defense, riverbank protection and land reclamation, the Boskalis Group can provide adaptive and mitigating solutions to combat the effects of climate change, such as extreme weather conditions and rising sea levels, and deliver solutions for the increasing need for space in coastal and delta regions across the world. The Boskalis Group facilitates the development of offshore energy infrastructure, including renewable wind energy. The Boskalis Group is furthermore active in the construction and maintenance of ports, waterways, access channels and civil infrastructure, thus helping to facilitate trade flows and regional socio-economic development. In addition, the Boskalis Group is a global marine salvage expert and has a strategic partnership in terminal towage services.

The Boskalis Group has three divisions, each with its own operational support functions, such as tendering, engineering, fleet management and crewing:

- Dredging & Inland Infra: the Boskalis Group's dredging activities include the construction and maintenance of ports and waterways, coastal defense and riverbank protection, and land reclamation. The Boskalis Group provides related engineering and other specialist services, such as underwater rock fragmentation, soil improvement and land remediation. The Boskalis Group is also active in the extraction of raw materials using dredging techniques and dry earthmoving. In The Netherlands, the Boskalis Group also operates as a contractor of large-scale dry infrastructure projects, which involves the design, preparation and execution of large-scale civil infra works, such as the construction of roads and railroads, bridges, aqueducts, viaducts and tunnels in addition to dike and riverbank related projects.
- Offshore Energy: The Boskalis Group offers a range of offshore services to the international energy and renewables sector, including oil and gas companies and providers of renewable energy such as wind power. The Boskalis Group is involved in the engineering, construction, maintenance and decommissioning of oil and LNG import/export facilities, offshore platforms, pipelines and cables and offshore wind farms, applying its expertise in the areas of marine survey, heavy transport, lift and installation work, as well as diving and remote-operated-vehicle (ROV) services complemented with dredging, offshore pipeline, cable and rock installation.
- Towage & Salvage:
 - One of the Boskalis Group's joint ventures, Smit Lamnalco, offers a full range of services for the operation and management of onshore and offshore terminals, with berthing and unberthing of tankers at oil and LNG terminals as the core activity and providing support services such as pilotage, firefighting, and the coupling and uncoupling of terminal connection.
 - Through SMIT Salvage, the Boskalis Group provides services relating to marine salvage and wreck removal. The Boskalis Group assists vessels in distress from four strategic locations along the main international shipping routes: Houston, Cape Town, Rotterdam and Singapore. The Boskalis Group removes shipwrecks and damaged offshore platforms, for example at locations where wrecks form an obstruction of traffic or present an environmental hazard. The Boskalis Group has the advanced technology and expertise needed to remove hazardous substances, such as heavy fuel oil from wrecks.

The Boskalis Group's organisational structure is as follows:



In 2021, Boskalis recorded consolidated revenues of EUR 2,956.8 million and consolidated EBIT (including net result from joint ventures and associates) of EUR 198.6 million. The Boskalis Group operates a fleet of more than 600 vessels and floating equipment and employs approximately 10,250 employees, in each case including associated companies.

6.4 Strategy and objectives

Boskalis' purpose statement is: “We create and protect prosperity and advance the energy transition”. Its mission is: “We strive to be the leading dredging and marine contracting experts, creating new horizons for all our stakeholders”. Boskalis' strategy is centred around three activity clusters: (i) create innovative infrastructure, (ii) advance the energy transition and (iii) protect through climate adaptation. Its sustainable growth trajectory is based on three pillars: (i) good stewardship (effective management of sustainability performance), (ii) human excellence (foster necessary talent and commitment of employees), and (iii) distinguishing assets (building, acquiring and modifying unique assets to create new horizons).

In the Dredging & Inland Infra division, Boskalis aims to take advantage of the opportunities presented by infrastructure projects and climate change adaptation by modifying two large trailing suction hopper dredgers and ordering two new jumbo trailing suction hopper dredgers, possibly supplemented by interesting consolidation opportunities. In the Offshore Energy division, Boskalis foresees recovery of the offshore oil & gas, wind and decommissioning activities, for which it aims to position itself well through commissioning of the Bokalift 2 vessel, co-developing a motion-compensated pile gripper, modifying a number of existing vessels (including the Ndeavor and the Boka Ocean), and acquiring attractive assets from the market where possible, in particular in offshore renewables. Further information about Boskalis' strategy can be found on page 10 et seq. of Boskalis' annual report 2021 (available on the website of Boskalis, www.boskalis.com).

6.5 Boards

The board of management (*raad van bestuur*) of Boskalis (the **Board of Management**) consists of the following members:

- *Dr. P.A.M. Berdowski* (Chairman);
- *Mr. T.L. Baartmans*;
- *Mr. B.H. Heijermans*; and
- *Mr. C. van Noort* (Chief Financial Officer).

The supervisory board (*raad van commissarissen*) of Boskalis (the **Supervisory Board**, and together with the Board of Management, the **Boards**) consists of the following members:

- *Mr. J. van der Veer* (Chairman);
- *Mr. J.P. de Kreij* (Deputy-Chairman);
- *Mr. D.A. Sperling*;
- *Ms. J.A. Tammenoms Bakker*;
- *Mr. J.N. van Wiechen*; and
- *Ms. R.V.M. Jones-Bos*.

In light of his membership of the executive board of HAL, Mr. J.N. van Wiechen has not participated in any deliberations and decision-making by the Supervisory Board in respect of the Offer.

6.6 Major Shareholders

As at 22 June 2022, the following persons are registered in the public register of the AFM as having notified a substantial holding (*substantiële deelneming*), i.e. a holding of 3% or more, in the share capital or voting rights of Boskalis (the further notification thresholds being 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%):

	Share capital ⁽¹⁾	Voting rights ⁽¹⁾	Date of notification (most recent notification only)
HAL Trust (via HAL Investments B.V. / Stichting Hyacinth) ⁽²⁾	50.48%	50.48%	15 March 2022
Stichting Hyacinth ⁽³⁾	5.95%	5.95%	24 March 2022
Sprucegrove Investment Management Limited	5.16%	5.16%	4 March 2015
JP Morgan Chase & Co	3.14%	3.14%	13 June 2022
Moneta Asset Management	3.07%	3.07%	26 May 2021

⁽¹⁾ The percentages are based on the information registered in the register kept by the AFM as at 22 June 2022. These percentages may not reflect the actual shareholdings and/or voting rights as at 22 June 2022 since not all changes in shareholdings or voting rights require a notification. Only if a notification threshold is reached, exceeded or fallen below this must be notified.

⁽²⁾ In accordance with the attribution rules under the DFSA for substantial holding notifications, this includes the Shares held by Stichting Hyacinth that Stichting Hyacinth has agreed to sell and transfer to HAL subject to the condition precedent of the Regulatory and Competition Clearances having been obtained.

⁽³⁾ See Section 5.8 for additional information about purchases of Shares by the Foundation.

Latest filings with the AFM by Shareholders and other investors, including on gross and net short positions, can be found at the website of the AFM (www.afm.nl).

6.7 Capital and shares of Boskalis

At the date of this Offer Memorandum, the authorised share capital of Boskalis amounts to EUR 4,800,000 divided into 240,000,000 ordinary shares with a nominal value of EUR 0.01 each (each an **Ordinary Share**) and 80,000,000 cumulative protective preference shares with a nominal value of EUR 0.03 each (each a **Protective Preference Share**).

According to Boskalis' convocation notice for the annual general meeting held on 12 May 2022, as per 31 March 2022 Boskalis' issued capital consisted of 129,324,898 ordinary shares and no Protective Preference Shares.

The Shares are listed on Euronext Amsterdam. The Euronext ticker symbol is BOKA and the ISIN code is NL0000852580.

6.8 Protective Foundation

According to Boskalis' annual report 2021, Boskalis is not a party to any significant agreements which take effect or are altered or terminated upon a change of control of the company as a result of a public offer within the meaning of article 5:70 of the DFSA, with the exception of an option agreement with the Protective Foundation concerning the placement of Protective Preference Shares.

According to Boskalis' annual report 2021:

- By decision of Boskalis' general meeting of shareholders held on 9 May 2001, Stichting Continuïteit KBW (the **Protective Foundation**) was granted the right to acquire Protective Preference Shares up to an amount equal to the nominal amount of the Ordinary Shares outstanding at the time of issue of the Protective Preference Shares, minus the nominal value of one Ordinary Share (the **Call Option**).
- These Protective Preference Shares may be issued in the event that (significant) influence is obtained or is threatened to be obtained by (legal) persons, who, without the involvement of the Board of Management, intend to acquire control over Boskalis, without safeguards being in place for the independence and continuity of Boskalis and its enterprise and without ensuring the interests of employees, other shareholders and other stakeholders of Boskalis and its enterprise.
- After the issue of Protective Preference Shares to the Protective Foundation, Boskalis is obliged, if the Protective Foundation so requires, to reverse the issue by buyback or by cancellation with repayment, at the discretion of the Protective Foundation.

The board of the Protective Foundation consists of the following members:

- *Mr. J.H.M. Hommen* (Chairman);
- *Mr. J.S.T. Tiemstra*; and
- *Mr. P.N. Wakkie*.

The Articles of Association provide, among others, the following:

- Protective Preference Shares shall only be issued against payment of at least one fourth of the nominal sum; additional payments on Protective Preference Shares shall only take place

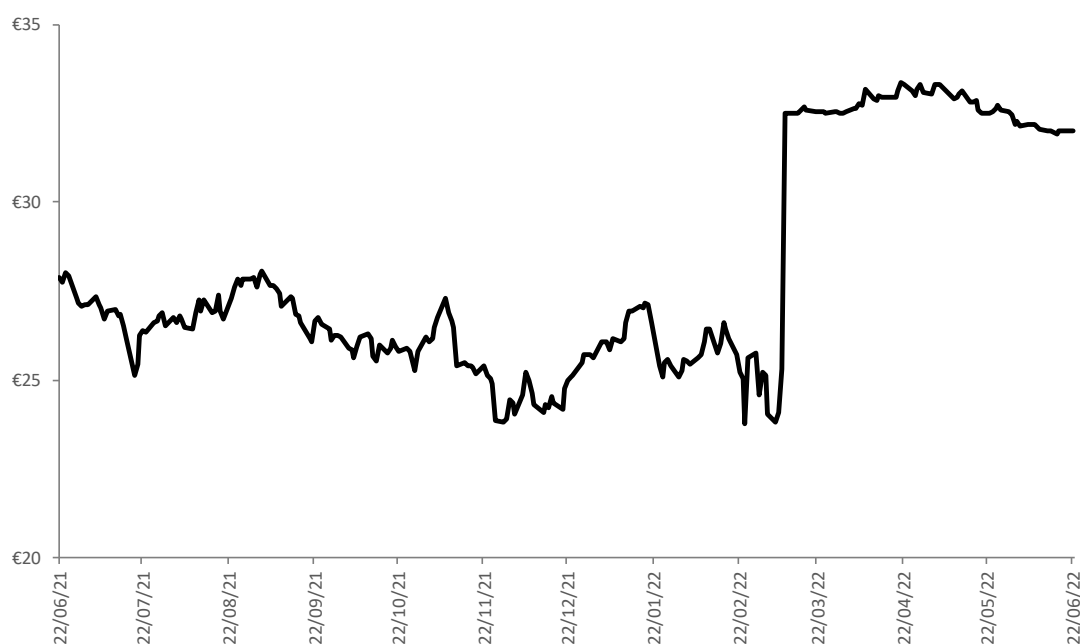
after Boskalis will have called these payments pursuant to a resolution of the Board of Management, which resolution shall be subject to the approval of the Supervisory Board.

- In case of an issuance of Protective Preference Shares, the Board of Management shall be required to convene a general meeting of shareholders to be held within twenty months of such issuance, at which meeting it shall be proposed to repurchase or cancel those issued Protective Preference Shares; in case at that meeting no decision is taken to repurchase or cancel the Protective Preference Shares, the Board of Management shall be required to convene another general meeting of shareholders within six months of the aforementioned proposal having been made, at which meeting the relevant proposal is made again, which obligation shall no longer apply when those Protective Preference Shares are no longer issued or are no longer held by someone other than Boskalis.

On 9 March 2022, the Protective Foundation was informed of HAL's intention to make the Initial Announcement. In the Transaction Protocol, Boskalis has undertaken to consult with the Protective Foundation and request the Protective Foundation to cooperate with the termination of the agreement between Boskalis and the Protective Foundation pursuant to which Boskalis has granted the Call Option to the Protective Foundation and cancellation of the Call Option upon Delisting as soon as possible following the execution of the Transaction Protocol.

6.9 Share price development

The graph below sets out the Share price development from 22 June 2021 to 22 June 2022.



7. INFORMATION REGARDING THE OFFEROR

7.1 Introduction

The Offeror is a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands having its statutory seat (*statutaire zetel*) in Rotterdam, The Netherlands and its registered address at Weena 696, 3012 CN Rotterdam, The Netherlands and registered with the Dutch trade register under number 85854506.

The management board (*bestuur*) of the Offeror consists of HAL Investments 2 B.V. (**HAL Investments 2**), a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands having its statutory seat (*statutaire zetel*) in Rotterdam, The Netherlands and its registered address at Weena 696, 3012 CN Rotterdam, The Netherlands and registered with the Dutch trade register under number 24418449. The management board (*bestuur*) of HAL Investments 2 consists of Mr. R. Kers, Mr. G. van de Rozenberg, Mr. J.N. van Wiechen and Mr. A.S. Vink.

The Offeror does not have a supervisory board. The Offeror does not have any employees.

7.2 Shareholder structure of the Offeror

Each of the Offeror and HAL Investments 2 is a direct wholly-owned subsidiary of HAL Investments B.V. (**HAL Investments**), a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands having its statutory seat (*statutaire zetel*) in Rotterdam, The Netherlands and its registered address at Weena 696, 3012 CN Rotterdam, The Netherlands and registered with the Dutch trade register under number 24179673. HAL Investments is an investment company, with investments in a variety of sectors, including the maritime sector, tank storage, media, financial services, retail, office furniture and timber and building supplies. HAL Investment's strategy is focused on acquiring significant shareholdings in companies, with the objective of increasing long-term shareholder value.

The sole shareholder of HAL Investments is HAL Investments Nederland B.V. (**HAL Investments Nederland**), a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands having its statutory seat (*statutaire zetel*) in Rotterdam, The Netherlands and its registered address at Weena 696, 3012 CN Rotterdam, The Netherlands and registered with the Dutch trade register under number 24307370.

The sole shareholder of HAL Investments Nederland is HAL Holding N.V. (**HAL Holding**), a public limited liability company (*naamloze vennootschap*) incorporated under the laws of Curaçao having its registered address at Johan van Walbeeckplein 11A, Willemstad, Curaçao and registered with the Curaçao commercial register under number 46339.

The sole shareholder of HAL Holding is HAL Trust (**HAL Trust**), a Bermuda trust formed on 19 October 1977, whose trustee is HAL Trustee Limited and with address at c/o Conyers, Dill & Pearman Clarendon House, 2 Church Street Hamilton, Pembroke, HM 11 Bermuda. HAL Trust's shares are listed on Euronext Amsterdam.

As of 22 June 2022, the following persons are registered in the public register of the AFM as having notified a substantial holding (*substantiële deelneming*), i.e. a holding of 3% or more, in the share capital or voting rights of HAL Trust: H.D. Melchers (17.40% of the voting rights), De Zwarte Bergen Ltd. (41.27% of the voting rights) and Blanca Flor Corporation Ltd. (26.94% of the voting rights).

For purposes of the Dutch takeover rules, in addition to the Offeror, HAL Investments 2, HAL Investments, HAL Investments Nederland, HAL Holding, HAL Trust and the Foundation qualify as offeror (*bieder*) within the meaning of article 1:1 of the DFSA in respect of the Offer. The Offer, however, is made only by the Offeror, and the Offeror is solely responsible for (i) this Offer Memorandum in accordance with Section 2.3 (*Responsibility for information*) and (ii) accepting and paying for the Shares tendered under the Offer, subject to the terms of this Offer Memorandum.

It is currently not envisaged that the Offer will have an impact on (i) the business and the place of establishment of the offeror or (ii) the continued employment or the employment conditions of the directors and employees of the offeror, except that it is anticipated that the Foundation will be dissolved after having transferred all its Shares to HAL. The offeror will not pay any compensation to its directors in relation to the Offer being declared unconditional.

8. FURTHER INFORMATION REQUIRED BY THE DECREE

In addition to the other statements set out in this Offer Memorandum, the Offeror hereby declares as follows:

- (a) On 14 March 2022, HAL Investments and Boskalis signed a non-disclosure agreement. HAL and Boskalis subsequently engaged in a constructive dialogue regarding the Offer. The chairman of the Board of Management and the chairman of the Supervisory Board directly participated in these discussions with HAL. Topics discussed between HAL and Boskalis included the Offer Price, Boskalis' support and cooperation with the Offer and the transactions contemplated in connection therewith, the Buy-Out and Delisting, amendment of the Articles of Association as per Delisting, Non-Financial Covenants and provision of information to HAL. These discussions have resulted in the Transaction Protocol. Reference is made to Section 5.9 (*Transaction Protocol*).
- (b) With due observance of and without prejudice to the restrictions referred to in Section 1 (*Restrictions*) and Section 2 (*Important Information*), the Offer concerns all Shares and applies on an equal basis to all Shares and all Shareholders.
- (c) No securities issued by Boskalis are held at the date of this Offer Memorandum, and no transactions or agreements in respect of securities in Boskalis have been effected or have been concluded during the twelve months prior to the date of this Offer Memorandum, by the offeror, any director of the offeror, any of their spouses (*echtgenoten*), registered partners (*geregistreerde partners*) or minor children (*minderjarige kinderen*) and any legal entities (*rechtspersonen*) over which these persons have control (*zeggenschap hebben in*) within the meaning of Annex A, paragraph 2, subparagraphs 5 and 6 of the Decree, and no transactions similar to the transactions referred to in Annex A, paragraph 2, subparagraph 6 of the Decree have been concluded by legal entities with which the offeror is affiliated in a group, in each case other than as described in Section 5.8 (*Shareholding and transactions by the offeror*).
- (d) As far as the Offeror is aware, Boskalis has no direct or indirect interest in the share capital of the offeror.
- (e) The costs incurred or to be incurred by the offeror directly in relation to the Offer are expected to amount to approximately EUR 9 million (which amount will be lower if substantially less than 100% of the Shares would be acquired by the offeror) and comprise legal advisor fees, Settlement Agent fees, broker fees, legal fees (including filing fees with Regulatory Authorities) and administrative costs. These costs will be borne by HAL.
- (f) The costs incurred or to be incurred by Boskalis in relation to the Offer are not known to the offeror.

9. MATERIAL DUTCH TAX CONSEQUENCES OF THE OFFER

9.1 General

This Section 9 (*Material Dutch Tax Consequences of the Offer*) outlines certain material Dutch tax consequences of the disposal of Shares in connection with the Offer or the Buy-Out, if any. It does not present a comprehensive or complete description of all aspects of Dutch tax law that could be relevant to a Shareholder. For purposes of Dutch tax law, a Shareholder may include an individual who or entity that does not hold the legal title to Shares, but to whom or to which Shares are, or the income thereof is, nevertheless attributed based on specific statutory provisions or on the basis of such individual or entity having an interest in Shares or the income thereof. These include statutory provisions attributing Shares to an individual who is, or who has directly or indirectly inherited from a person who was, the settlor, grantor or similar originator of a trust, foundation or similar entity that holds Shares.

This Section 9 (*Material Dutch Tax Consequences of the Offer*) is intended as general information only. Shareholders should consult their own tax advisor regarding the tax consequences of the disposal of their Shares in connection with the Offer or the Buy-Out, if any, in light of their particular circumstances.

This Section 9 (*Material Dutch Tax Consequences of the Offer*) is based on the tax laws of The Netherlands, published regulations thereunder and published authoritative case law, all as in effect on the date of this Offer Memorandum, and all of which are subject to change, possibly with retroactive effect.

This Section 9 (*Material Dutch Tax Consequences of the Offer*) does not describe any Dutch tax considerations or consequences for a Shareholder:

- (i) if such Shareholder has a substantial interest (*aanmerkelijk belang*) or deemed substantial interest (*fictief aanmerkelijk belang*) in Boskalis under the Dutch Income Tax Act 2001 (*Wet inkomstenbelasting 2001*). Generally, a holder of securities in a company is considered to hold a substantial interest in such company, if such holder alone or, in the case of an individual, together with such holder's partner for Dutch income tax purposes, or any relatives by blood or marriage in the direct line (including foster children), directly or indirectly, holds (i) an interest of 5% or more of the total issued and outstanding capital of that company or of 5% or more of the issued and outstanding capital of a certain class of shares of that company; or (ii) rights to acquire, directly or indirectly, such interest; or (iii) certain profit sharing rights in that company that relate to 5% or more of the company's annual profits or to 5% or more of the company's liquidation proceeds. A deemed substantial interest may arise if a substantial interest (or part thereof) in a company has been disposed of, or is deemed to have been disposed of, on a non-recognition basis;
- (ii) if such Shareholder is required to apply the participation exemption (*deelnemingsvrijstelling*) (as defined in Article 13 of the Dutch Corporate Income Tax Act 1969, *Wet op de vennootschapsbelasting 1969*) with respect to Shares. Generally, a Shareholder is required to apply the participation exemption if it is subject to Dutch corporate income tax and it, or a related entity (statutorily defined term), holds an interest of 5% or more of the nominal paid-up share capital in Boskalis;

- (iii) if such Shareholder is a pension fund, investment institution (*fiscale beleggingsinstelling*), tax exempt investment institution (*vrijgestelde beleggingsinstelling*) (each as defined in the Dutch Corporate Income Tax Act 1969) or other entity that is, in whole or in part, not subject to or exempt from Dutch corporate income tax or an entity that is exempt from corporate income tax in its country of residence, such country of residence being another state of the European Union, Norway, Liechtenstein, Iceland or any other state with which The Netherlands has agreed to exchange information in line with international standards;
- (iv) if such Shareholder is an individual for whom Shares or any benefit derived from Shares are a remuneration or deemed to be a remuneration for (employment) activities performed by such holder or certain individuals related to such holder (as defined in the Dutch Income Tax Act 2001); and
- (v) if such Shareholder holds Shares through an entity that is treated as transparent for Dutch tax purposes, while being treated as a resident under the laws of another state.

9.2 Material Dutch tax consequences for Shareholders who tender their Shares

Withholding tax

No Dutch withholding tax is due in respect of the payment of the Offer Price in consideration for the disposal of Shares under the Offer.

Taxes on income and capital gains

Dutch Resident Entities

Generally, if the Shareholder is an entity resident or deemed to be resident of The Netherlands for Dutch corporate income tax purposes (a **Dutch Resident Entity**), any income derived or deemed to be derived from Shares, including any capital gains realized on the disposal of Shares in connection with the Offer, is subject to Dutch corporate income tax at a rate of 15% with respect to taxable profits up to EUR 395,000 and 25.8% with respect to taxable profits in excess of that amount (rates and brackets for 2022).

Dutch Resident Individuals

If the Shareholder is an individual resident or deemed to be resident of The Netherlands for Dutch income tax purposes (a **Dutch Resident Individual**), any income derived or deemed to be derived from Shares, including any capital gains realized on the disposal of Shares in connection with the Offer, is subject to Dutch income tax at the progressive rates (with a maximum of 49.50% in 2022), if:

- (i) such Shares are attributable to an enterprise from which the Shareholder derives a share of the profit, whether as an entrepreneur (*ondernemer*) or as a person who has a co-entitlement to the net worth (*medegerechtigd tot het vermogen*) of such enterprise without being a shareholder (as defined in the Dutch Income Tax Act 2001); or
- (ii) the Shareholder is considered to perform activities with respect to such Shares that go beyond ordinary asset management (*normaal, actief vermogensbeheer*) or derives benefits from such Shares that are otherwise taxable as benefits from other activities (*resultaat uit overige werkzaamheden*).

If the above-mentioned conditions (i) and (ii) do not apply to the Dutch Resident Individual, the Dutch Resident Individual's net investment assets (*rendementsgrondslag*) for the year will be subject to an annual Dutch income tax on a deemed return under the regime for savings and investments (*inkomen uit sparen en beleggen*), insofar the Dutch Resident Individual's net investment assets for the year exceed a statutory threshold (*heffingvrij vermogen*). The net investment assets for the year are the fair market value of the investment assets less the allowable liabilities on 1 January of the relevant calendar year. The Shares are included as investment assets. For the net investment assets on 1 January 2022, the deemed return ranges from 1.82% up to 5.53% (depending on the aggregate amount of the net investment assets of the Dutch Resident Individual on 1 January 2022).

The deemed return on the Dutch Resident Individual's net investment assets for the year is taxed at a flat rate of 31% (rate for 2022). Actual income or capital gains realized in respect of the disposal of Shares in connection with the Offer are as such not subject to Dutch income tax.

On 24 December 2021, the Dutch Supreme Court ruled that the Dutch income tax levy on savings and investments, in 2017 and 2018, violated the European Convention on Human Rights. The Dutch tax consequences of that ruling are not immediately clear. The Dutch Government intends to start calculating the taxation on savings and investments on actual returns realized from savings and investments (instead of on a deemed return) starting in 2025. The Dutch Supreme Court ruling could make the Dutch Government move faster on the issue. Shareholders should carefully consider the tax consequences of this Dutch Supreme Court ruling and consult their own tax adviser about their own tax situation.

Non-residents of The Netherlands

A Shareholder that is neither a Dutch Resident Entity nor a Dutch Resident Individual will not be subject to Dutch (corporate) income tax in respect of income derived or deemed to be derived from Shares, including any capital gains realized on the disposal of Shares in connection with the Offer, provided that:

- (i) such Shareholder does not have an interest in an enterprise or deemed enterprise (as defined in the Dutch Income Tax Act 2001 and the Dutch Corporate Income Tax Act 1969) that, in whole or in part, is either effectively managed in The Netherlands or carried on through a permanent establishment, a deemed permanent establishment or a permanent representative in The Netherlands and to which enterprise or part of an enterprise the relevant Shares are attributable; and
- (ii) in the event the Shareholder is an individual, such holder does not carry out any activities in The Netherlands with respect to Shares that go beyond ordinary asset management and does not otherwise derive benefits from Shares that are taxable as benefits from other activities in The Netherlands.

Gift and inheritance taxes

No Dutch gift tax or inheritance tax will be due by a Shareholder as a result of the disposal of Shares under the Offer.

Value added tax (VAT)

No Dutch VAT will be payable by a Shareholder in respect of the Offer Price in consideration for the disposal of Shares under the Offer.

Other taxes and duties

No Dutch registration tax, stamp duty or any other similar documentary tax or duty will be payable by a Shareholder in respect of the disposal of Shares under the Offer.

9.3 Material Dutch tax consequences for Shareholders who do not tender their Shares

Following Settlement, the Buy-Out may be commenced. The material Dutch tax consequences for Shareholders who dispose of their Shares in connection with the Buy-Out are the same as the material Dutch tax consequences set out in Section 9.2 (*Material Dutch tax consequences for Shareholders who tender their Shares*).

10. DUTCH LANGUAGE SUMMARY

Dit Hoofdstuk 10 is de Nederlandstalige samenvatting van het Biedingsbericht dat is uitgegeven ter zake van het openbaar bod uitgebracht door de Bieder op alle Aandelen in het geplaatst en uitstaand kapitaal van Koninklijke Boskalis Westminster N.V. met inachtneming van de verklaringen, voorwaarden en beperkingen zoals beschreven in dit Biedingsbericht. De belangrijkste kenmerken van het Bod zijn beschreven in deze samenvatting.

De gedefinieerde termen in dit Hoofdstuk 10 van het Biedingsbericht hebben de betekenis die daaraan is gegeven in Hoofdstuk 10.2 (*Nederlandse definities*). Deze Nederlandstalige samenvatting maakt deel uit van het Biedingsbericht, maar vervangt deze niet. Deze Nederlandstalige samenvatting is niet volledig en bevat niet alle informatie die voor Aandeelhouders van belang zou kunnen zijn om een afgewogen oordeel te vormen omtrent het Bod.

Het lezen van deze Nederlandstalige samenvatting mag niet worden beschouwd als een alternatief voor het bestuderen van het volledige Biedingsbericht. Aandeelhouders wordt geadviseerd het volledige Biedingsbericht zorgvuldig te bestuderen en zo nodig onafhankelijk advies in te winnen teneinde een afgewogen en goed geïnformeerd oordeel te kunnen vormen omtrent het Bod. Daarnaast wordt Aandeelhouders geadviseerd een onafhankelijke professionele adviseur te raadplegen met betrekking tot de fiscale gevolgen van het aanmelden van Aandelen onder het Bod.

Waar deze Nederlandstalige samenvatting afwijkt van de Engelse tekst van dit Biedingsbericht, prevaleert de Engelse tekst.

10.1 Restricties en belangrijke informatie

Het uitbrengen van het Bod, de algemeenverkrijgbaarstelling van dit Biedingsbericht, inclusief deze Nederlandstalige samenvatting, of de verspreiding van enige andere informatie met betrekking tot het Bod, kunnen in bepaalde jurisdicties aan restricties onderhevig zijn. Zie Hoofdstukken 1 (*Restrictions*) en 2 (*Important Information*).

Het Bod wordt gedaan in en vanuit Nederland met inachtneming van de verklaringen, voorwaarden en beperkingen opgenomen in dit Biedingsbericht. Het Bod wordt niet gedaan in, en mag niet worden aanvaard door of namens Aandeelhouders vanuit een jurisdictie waarin het uitbrengen van het Bod of het aanvaarden daarvan niet in overeenstemming is met de in die jurisdictie geldende Toepasselijke Wetgeving. Het niet in acht nemen van deze restricties kan een overtreding van de Toepasselijke Wetgeving van de desbetreffende jurisdictie opleveren. HAL, HAL's bestuurders, commissarissen, werknemers en adviseurs en het Afwikkelingskantoor aanvaarden geen enkele aansprakelijkheid ter zake van overtredingen van voornoemde restricties. Aandeelhouders dienen zo nodig onafhankelijk advies in te winnen omtrent hun positie dienaangaande.

De Bieder behoudt zich het recht voor om in het kader van het Bod de aanmelding van Aandelen te accepteren, zelfs indien dit niet gebeurt in overeenstemming met de bepalingen zoals uiteengezet in dit Biedingsbericht.

De informatie die betrekking heeft op Boskalis (inclusief financiële informatie) en de Beschermingsstichting opgenomen in Hoofdstuk 6 (*Information Regarding Boskalis*) en Hoofdstuk 12 (*Financial Information Boskalis*) is door de Bieder consistent ontleend aan publiekelijk beschikbare bronnen, zoals de jaarverslagen van Boskalis en de website van Boskalis, en deze informatie is niet becommentarieerd of geverifieerd door HAL of HAL's bestuurders, commissarissen, werknemers of adviseurs. HAL en HAL's bestuurders, commissarissen,

werknemers en adviseurs aanvaarden geen enkele verantwoordelijkheid voor de juistheid van dergelijke informatie over Boskalis of de Beschermingsstichting, en geen van hen garandeert, impliciet dan wel expliciet, dat alle informatie betreffende Boskalis en de Beschermingsstichting welke beschikbaar is uit publieke bronnen in dit Biedingsbericht is opgenomen.

De Bieder bevestigt dat de informatie in dit Biedingsbericht over Boskalis en de Beschermingsstichting accuraat is gereproduceerd uit de publiekelijk beschikbare bronnen waaruit de informatie is gehaald en, voor zover de Bieder weet en heeft kunnen achterhalen uit informatie publiek gemaakt door Boskalis, dat geen feiten achterwege zijn gelaten waardoor de gereproduceerde informatie onjuist of misleidend is. Desalniettemin, omdat de onderliggende informatie opgesteld is door personen anders dan de Bieder, aanvaarden HAL en HAL's bestuurders, commissarissen, werknemers en adviseurs geen verantwoordelijkheid voor de juistheid van deze onderliggende informatie.

Behoudens hetgeen hierboven is uiteengezet, is uitsluitend de Bieder verantwoordelijk voor de juistheid en de volledigheid van de informatie die in dit Biedingsbericht is verstrekt. De Bieder verklaart dat de informatie in dit Biedingsbericht, voor zover de Bieder redelijkerwijs bekend, in overeenstemming is met de werkelijkheid en dat geen gegevens zijn weggelaten waarvan het waarschijnlijk is dat de vermelding de strekking van dit Biedingsbericht zou wijzigen.

Uitsluitend HAL is bevoegd om informatie te verstrekken of mededelingen te doen namens HAL in verband met het Bod of in dit Biedingsbericht opgenomen informatie.

De informatie in dit Biedingsbericht geeft de situatie weer op de datum van dit Biedingsbericht, tenzij specifiek anders aangegeven. Onder geen beding houden de publicatie en verspreiding van dit Biedingsbericht in dat de hierin opgenomen informatie ook na de datum van dit Biedingsbericht juist en volledig is of dat er sinds deze datum geen wijziging is opgetreden in de in dit Biedingsbericht uiteengezette informatie of in de gang van zaken bij de Boskalis Groep. Het voorgaande laat echter onverlet de verplichting van HAL om een openbare mededeling te doen ingevolge de Europese Verordening Marktmisbruik (596/2014) of artikel 4 lid 1 en 3 van het Bob, voor zover van toepassing.

De informatie opgenomen in Hoofdstuk 12.3 (*Comparative overview of consolidated statements of financial position for the financial years 2021, 2020 and 2019*) tot en met Hoofdstuk 12.5 (*Comparative overview of consolidated statements of cash flows for the financial years 2021, 2020 and 2019*) is ontleend aan de geconsolideerde jaarrekeningen van Boskalis over de boekjaren geëindigd op 31 december 2021, 2020 en 2019, zoals verder toegelicht in Hoofdstuk 12.2 (*Basis for preparation*). De financiële informatie van Boskalis die in dit Biedingsbericht is opgenomen, of waarnaar wordt verwezen in dit Biedingsbericht, is opgesteld in overeenstemming met EU-IFRS en Titel 9 van Boek 2 BW.

Bepaalde numerieke cijfers in dit Biedingsbericht, waaronder financiële gegevens weergegeven in miljoenen of duizenden, zijn naar boven of beneden afgerond en dienen derhalve niet als exact te worden beschouwd. In aanvulling daarop, de afronding kan meebrengen dat de totalen in dit Biedingsbericht enigszins afwijken van de werkelijke rekenkundige totalen.

10.2 Nederlandse definities

In dit Biedingsbericht (i) wordt het woord **inclusief** gebruikt om aan te geven dat de opgesomde zaken geen volledige opsomming zijn van alle zaken die eronder vallen en moet dat worden gelezen als "inclusief maar niet beperkt tot", en (ii) is het woord **of** disjunctief maar niet exclusief.

Aandeel	betekent een geplaatst en uitstaand gewoon aandeel in het aandelenkapitaal van Boskalis, met een nominale waarde van EUR 0,01;
Aandeelhouder	betekent een houder van één of meer Aandelen;
Aangemeld Aandeel	betekent een Aandeel dat voorafgaand aan of ten tijde van het Laatste Tijdstip van Aanmelding op juiste wijze is aangemeld (of op onjuiste wijze indien de Bieder de aanmelding desalniettemin aanvaardt) en waarvan de aanmelding niet is herroepen onder het Bod;
Aangesloten Instelling	betekent een aangesloten instelling aan Euronext Amsterdam;
Aanmeldingstermijn	betekent de aanmeldingstermijn onder het Bod, welke aanvangt op 27 juni 2022 om 9:00 uur CET;
AFM	betekent Stichting Autoriteit Financiële Markten;
Afwikkelingskantoor	betekent Van Lanschot Kempen N.V.;
Amerikaanse Werkdag	betekent een dag, anders dan een zaterdag, zondag of federale feestdag in de Verenigde Staten;
Beschermingspreferent Aandeel	betekent een cumulatief beschermingspreferent aandeel in het aandelenkapitaal van Boskalis, met een nominale waarde van EUR 0,03;
Beschermingsstichting	betekent Stichting Continuïteit KBW;
Bieder	betekent HAL Bidco B.V.;
Biedingsbericht	betekent dit biedingsbericht;
Biedprijs	heeft de betekenis die daaraan is gegeven in Hoofdstuk 10.4 (<i>Het Bod</i>);
Bob	betekent het Besluit openbare biedingen Wft;
Bod	betekent het bod zoals in dit Biedingsbericht beschreven;
Boskalis	betekent Koninklijke Boskalis Westminster N.V.;
Boskalis Groep	betekent Boskalis en haar Gelieerde Ondernemingen (voor alle duidelijkheid, met uitzondering van enige directe of indirecte aandeelhouder van Boskalis);
BW	betekent het Burgerlijk Wetboek;
Call Optie	betekent het recht van de Beschermingsstichting om Beschermingspreferente Aandelen te verwerven voor een

	bedrag gelijk aan het nominale bedrag van Gewone Aandelen die uitstaan op het moment van uitgifte van de desbetreffende Beschermingspreferente Aandelen, verminderd met de nominale waarde van één Gewoon Aandeel;
CET	betekent Central European Time of Central European Summer Time, zoals van toepassing in Nederland;
Dag van Gestanddoening	betekent de datum waarop de Bieder aankondigt of het Bod gestand wordt gedaan, welke datum niet later zal zijn dan drie Werkdagen na de Laatste Dag van Aanmelding;
Dag van Overdracht	betekent de datum waarop de Overdracht zal plaatsvinden;
EU-IFRS	betekent de International Financial Reporting Standards, zoals aangenomen door de Europese Unie;
Euronext Amsterdam	betekent Euronext Amsterdam, de geregleerde markt van Euronext Amsterdam N.V.;
Gelieerde Onderneming	betekent, met betrekking tot enige persoon, elke groepsmaatschappij van die persoon in de zin van artikel 2:24b BW van tijd tot tijd, met dien verstande dat te allen tijde Boskalis en haar dochtermaatschappijen niet worden geacht een Gelieerde Onderneming te zijn van HAL of van enige directe of indirecte aandeelhouder van HAL (of <i>vice versa</i>);
Geregistreerde Houders	heeft de betekenis daaraan gegeven in Hoofdstuk 10.8(b);
Gewoon Aandeel	betekent een gewoon aandeel in het aandelenkapitaal van Boskalis, met een nominale waarde van EUR 0,01;
HAL	betekent HAL Trust, HAL Holding N.V., HAL Investments Nederland B.V., HAL Investments B.V., HAL Investments 2 B.V. en de Bieder, of een of meer van hen, al naar gelang de context;
Hoofdstuk	betekent een hoofdstuk uit dit Biedingsbericht;
Initiële Aankondiging	betekent het persbericht van HAL Holding N.V. van 10 maart 2022, waarin zij bekend maakte voornemens te zijn via een 100% dochtermaatschappij een openbaar bod op de Aandelen uit te brengen, zoals opgenomen in Hoofdstuk 11.1 (<i>Initial Announcement dated 10 March 2022</i>);
Laatste Dag van Aanmelding	betekent de dag waarop de (al dan niet verlengde) Aanmeldingstermijn afloopt;

Laatste Tijdstip van Aanmelding	betekent 17:40 uur CET op de Laatste Dag van Aanmelding;
Materieel Nadelig Effect	betekent (x) elke verandering, gebeurtenis, omstandigheid of effect (elk van deze items, een Effect), welk Effect, afzonderlijk of gezamenlijk met alle andere Effecten, materieel nadelig is of naar redelijke waarschijnlijkheid materieel nadelig zal zijn voor (i) de onderneming, vooruitzichten, financiële positie of activa van Boskalis of de Boskalis Groep als geheel, (ii) de onderneming, vooruitzichten, financiële positie of activa van HAL of (iii) de internationale of enige relevante binnenlandse syndicaatslening-, schuld-, bank-, kapitaal- of aandelenmarkten, welke Effect(en) zodanig is of zijn dat van de Bieder redelijkerwijs niet kan worden verwacht dat de Bieder het Bod voortzet of het Bod gestand doet of (y) een escalatie van het gewapende conflict in Oekraïne door middel van (i) gewapende betrokkenheid van de NAVO bij het gewapende conflict (met inbegrip van een invasie van of het op een andere manier overslaan van de gewapende vijandigheden naar een NAVO-lidstaat) of (ii) de inzet van een kernwapen (voor alle duidelijkheid, iedere escalatie van het gewapende conflict in Oekraïne die niet onder onderdeel (y) valt, kan nog steeds een Materieel Nadelig Effect zijn onder onderdeel (x));
Na-Aanmeldingstermijn	betekent een na-aanmeldingstermijn van maximaal twee weken, gedurende welke periode Aandeelhouders die hun Aandelen niet hebben aangemeld alsnog hun Aandelen kunnen aanmelden op dezelfde wijze en onder dezelfde voorwaarden en restricties als het Bod;
Overdracht	betekent de afwikkeling van het Bod, inhoudende de levering van elk Aangemelde Aandeel aan de Bieder tegen betaling van de Biedprijs;
Peildatum	betekent de laatste handelsdag voorafgaand aan de Initiële Aankondiging;
Raad van Bestuur	betekent de raad van bestuur van Boskalis;
Raad van Commissarissen	betekent de raad van commissarissen van Boskalis;
Raden	betekent de Raad van Bestuur en de Raad van Commissarissen tezamen;
Regelgevende Autoriteit	betekent elke bevoegde overheid, bestuurlijke, toezichthoudende, regelgevende, gerechtelijke, tuchtrechtelijke, handhaving of belasting innende autoriteit, instantie, agentschap, commissie, raad, organisatie, gerecht of scheidsgerecht in welke jurisdictie

	dan ook (met inbegrip van elk subonderdeel, afdeling of tak van elk van voornoemde, alsmede elke relevante effectenbeurs), in elk van de gevallen supranationaal (met inbegrip van de Europese Unie), nationaal, federaal, statelijk, provinciaal, regionaal, gemeentelijk of lokaal;
Statuten	betekent de statuten van Boskalis, zoals gewijzigd van tijd tot tijd;
Toepasselijke Wetgeving	betekent alle toepasselijke wetten, gemeen recht, statuten, lagere wetgeving, verdragen, voorschriften, regels, richtlijnen, besluiten, reglementen, circulaire, codes (met inbegrip van corporate governance codes), verordeningen, bevelen, aankondigingen, eisen, decreten, uitspraken, voorlopige voorzieningen, richtsnoeren, vonnissen, resoluties en (andere) vereisten van enige Regelgevende Autoriteit, die op het relevante moment bindend zijn;
Toezichtrechtelijke- en Mededingingsrechtelijke Goedkeuringen	betekent, met betrekking tot elk van de Europese Commissie, de Braziliaanse mededingingsautoriteit (CADE), de Turkse mededingingsautoriteit (TCA), de Saudische mededingingsautoriteit (GAC), de <i>Danish Business Authority</i> (DBA), de Australische <i>Foreign Investment Review Board</i> (FIRB), het Duitse <i>Federal Ministry for Economic Affairs and Climate Actions</i> en het Italiaanse <i>Prime Minister's Office</i> (PMO) (i) een besluit betreffende het Bod die een goedkeuring van de voorgenomen concentratie inhoudt of waarin wordt verklaard dat een dergelijke goedkeuring niet vereist is of (ii) het verstrijken, vervallen of beëindigen van de toepasselijke wachttermijnen en andere termijnen (met inbegrip van verlengingen daarvan) onder de toepasselijke wetgeving in plaats van een dergelijk besluit;
Transactie	betekent het Bod en, indien aangevangen, de Uitkoop;
Uitkering en Uitkeringen	heeft de betekenis die daaraan is gegeven in Hoofdstuk 10.4 (<i>Het Bod</i>);
Uitkoop	betekent (x) een wettelijke uitkoopprocedure in overeenstemming met artikel 2:92a of 2:201a BW of (y) een wettelijke uitstotingsprocedure in overeenstemming met artikel 2:359c BW;
Voorwaarden	betekent de opschortende voorwaarden waarvan de verplichting van de Bieder om het Bod gestand te doen afhankelijk is gesteld;
Werkdag	betekent een dag anders dan (i) een zaterdag of zondag of (ii) een algemeen erkende feestdag als bedoeld in artikel 3 van de Algemene Termijnenwet of in de CAO Banken;

Wft

betekent de Wet op het financieel toezicht.

10.3 Uitnodiging aan de Aandeelhouders

Onder verwijzing naar de verklaringen, voorwaarden en beperkingen zoals opgenomen in dit Biedingsbericht, worden Aandeelhouders uitgenodigd om hun Aandelen aan te melden onder het Bod op de wijze en onder de voorwaarden en beperkingen zoals in dit Biedingsbericht beschreven. Aandeelhouders die overwegen hun Aandelen niet aan te melden, worden geadviseerd in het bijzonder Hoofdstuk 10.15 (*Mogelijke gevolgen van het Bod voor Aandeelhouders die hun Aandelen niet aanmelden*) door te nemen.

10.4 Het Bod

De Bieder brengt het Bod uit om alle Aandelen te verwerven onder de voorwaarden en conform de bepalingen en beperkingen in dit Biedingsbericht.

Biedprijs

Op 10 maart 2022 heeft HAL Holding bekend gemaakt voornemens te zijn via een 100% dochtermaatschappij een openbaar bod op de Aandelen uit te brengen tegen een biedprijs in contanten van EUR 32,50 (cum dividend) per Aandeel. Op 12 mei 2022 heeft de algemene vergadering van Boskalis besloten tot een dividend in contanten van EUR 0,50 per Aandeel, met 17 mei 2022 als registratiedatum voor gerechtigdheid tot dat dividend. Als gevolg hiervan is de biedprijs zoals opgenomen in de Initiële Aankondiging met EUR 0,50 per Aandeel verminderd.

Voor elk Aangemeld Aandeel dat wordt geleverd aan de Bieder onder het Bod, zal de Bieder derhalve, onder de voorwaarden en conform de bepalingen en beperkingen in dit Biedingsbericht, een vergoeding in contanten betalen van EUR 32,00 cum dividend, zonder rente en onder aftrek van enige vereiste inhouding van belastingen onder Toepasselijke Wetgeving (de **Biedprijs**).

De Biedprijs is 'cum dividend'. Dit betekent dat indien er enige verdere uitkering wordt vastgesteld op de Aandelen met een registratiedatum voor gerechtigdheid tot die uitkering welke ligt vóór of op de Dag van Overdracht (elk een **Uitkering** en gezamenlijk de **Uitkeringen**), de Biedprijs zal worden verminderd met het volledige bedrag van de Uitkeringen (vóór enige toepasselijke belasting).

Elke aanpassing van de Biedprijs, ten gevolge van een Uitkering of een verhoging van de Biedprijs, zal door middel van een persbericht worden gecommuniceerd in overeenstemming met Hoofdstuk 4.15 (*Announcements*). Als de Biedprijs wordt aangepast in de tien Amerikaanse Werkdagen voor het verstrijken van de Aanmeldingstermijn, dan zal de Bieder de Aanmeldingstermijn verlengen, een Na-Aanmeldingstermijn aankondigen of, indien van toepassing, ontheffing vragen aan de AFM voor een verdere verlenging van een eerder verlegde Aanmeldingstermijn in overeenstemming met artikel 5:81 lid 3 Wft, zodat het Bod openblijft voor ten minste tien Amerikaanse Werkdagen na een dergelijke aanpassing.

Voor alle duidelijkheid, ingeval van een aanpassing van de Biedprijs zullen alle verwijzingen in dit Biedingsbericht naar “Biedprijs” naar die aangepaste Biedprijs zijn, behalve in de volgende alinea.

De Biedprijs vertegenwoordigt:

- (i) een premie van ongeveer 28% ten opzichte van de slotkoers per Aandeel op Euronext Amsterdam op de Peildatum;

- (ii) een premie van ongeveer 29% ten opzichte van de volume-gewogen gemiddelde slotkoers per Aandeel op Euronext Amsterdam gedurende de maand voorafgaand aan en met inbegrip van de Peildatum;
- (iii) een premie van ongeveer 28% ten opzichte van de volume-gewogen gemiddelde slotkoers per Aandeel op Euronext Amsterdam gedurende de drie maanden voorafgaand aan en met inbegrip van de Peildatum;
- (iv) een premie van ongeveer 27% ten opzichte van de volume-gewogen gemiddelde slotkoers per Aandeel op Euronext Amsterdam gedurende de zes maanden voorafgaand en met inbegrip van de Peildatum; en
- (v) een premie van ongeveer 23% ten opzichte van de volume-gewogen gemiddelde slotkoers per Aandeel op Euronext Amsterdam gedurende de twaalf maanden voorafgaand en met inbegrip van de Peildatum.

10.5 Rationale van het Bod

De Bieder meent dat huidige beursnotering een beperkte toegevoegde waarde heeft voor Boskalis, en niet opweegt tegen de kosten en andere nadelen van een beursnotering. Voorts is de Bieder van mening dat Boskalis, gelet op haar bedrijfskenmerken, het langlopende karakter van haar grotere projecten (die doorgaans meerdere jaren bestrijken) en het cyclische karakter van haar onderliggende markten, baat zou kunnen hebben bij privaat eigendom met een langetermijninvesteringshorizon, en dat een dergelijk private setting ook de mogelijkheden voor fusies en overnames zou kunnen vergroten.

De Bieder onderschrijft de huidige strategie van Boskalis, beoogt dat Boskalis haar bedrijfsactiviteiten voortzet in overeenstemming met de strategie en is niet voornemens om het hoofdkantoor, het management of de governance van Boskalis te wijzigen. De Bieder is voorts gecommitteerd aan de langetermijnbelangen van Boskalis en haar onderneming, daarbij rekening houdend met de belangen van haar stakeholders, waaronder de werknemers.

10.6 Financiering van het Bod

Het Bod waardeert 100% van de Aandelen op ongeveer EUR 4,2 miljard. De Bieder zal de Biedprijs volledig betalen met beschikbare geldmiddelen. Gerefereerd wordt aan de Initiële Aankondiging, waarin de *certainty of funds* is aangekondigd in overeenstemming met artikel 7 lid 4 Bob.

10.7 Voorwaarden, afstand en vervulling

(a) Voorwaarden

De verplichting van de Bieder om het Bod gestand te doen is ervan afhankelijk of op de Dag van Gestanddoening de volgende Voorwaarden vervuld zijn of daarvan afstand is gedaan:

Toezichtrechtelijke- en Mededingingsrechtelijke Goedkeuringen

- (i) de Toezichtrechtelijke en Mededingingsrechtelijke Goedkeuringen zijn verkregen;

Geen Materieel Nadelig Effect

- (ii) er heeft zich geen Materieel Nadelig Effect voorgedaan;

Geen Beschermingspreferente Aandelen of andere beschermingsmaatregel

- (iii) er zijn geen Beschermingspreferente Aandelen zijn uitgegeven, de Beschermingsstichting heeft haar Call Optie niet uitgeoefend en geen lid van de Boskalis Groep heeft sinds de datum van dit Biedingsbericht enige (andere) handeling ondernomen die kan leiden tot een vermindering of beperking van de rechten van Aandeelhouders of die anderszins kan leiden tot of resulteren in enige beschermingsmaatregel van Boskalis ten nadele van de rechten van de Bieder of de waarde van de Aandelen;

Geen overheidsbesluit of gerechtelijk bevel

- (iv) geen bevel, schorsing, vonnis, voorlopige voorziening of beschikking is uitgevaardigd door enige Regelgevende Autoriteit welke van kracht is, en geen wet, statuut, verdrag, verordening, regel, voorschrift, richtlijn, code of order van enige Regelgevende Autoriteit is aangenomen of uitgevaardigd, wordt afgedwongen of wordt geacht van toepassing te zijn op de Transactie, in elk van de gevallen tijdelijk, voorlopig of permanent, die de consummatie van de Transactie, geheel of gedeeltelijk, beperkt, verbiedt of wezenlijk vertraagt of waarvan redelijkerwijs mag worden aangenomen dat die de consummatie van de Transactie, geheel of gedeeltelijk, zal beperken, verbieden of wezenlijk vertragen;

Geen aanwijzing door de AFM

- (v) de AFM heeft geen aanwijzing gegeven in de zin van artikel 5:80 lid 2 Wft op grond waarvan een of meer beleggingsondernemingen worden gelast zich te onthouden van medewerking aan het Bod; en

Geen opschorting of beëindiging van handel

- (vi) de handel in de Aandelen op Euronext Amsterdam is niet opgeschort of beëindigd door Euronext Amsterdam.

Zoals aangekondigd in de Initiële Aankondiging, is de verplichting tot gestanddoening van het Bod niet afhankelijk van aanmelding van een minimumaantal Aandelen.

(b) Afstand

Van alle Voorwaarden, behalve de Voorwaarde opgenomen in Hoofdstuk 10.7(a)(v) (*Geen aanwijzing door de AFM*) mag, voor zover toegestaan onder Toepasselijke Wetgeving, te allen tijde (geheel of gedeeltelijk) afstand worden gedaan door de Bieder in haar discretie. Van de Voorwaarde opgenomen in Hoofdstuk 10.7(a)(v) (*Geen aanwijzing door de AFM*) kan geen afstand worden gedaan.

(c) Vervulling

De vervulling van elk van de Voorwaarden hangt niet af van de wil van de Bieder, zoals verboden door artikel 12 lid 2 Bob.

In overeenstemming met Toepasselijke Wetgeving zal de Bieder, indien de Bieder vaststelt dat aan een Voorwaarde niet is of kan worden vervuld en van de betreffende Voorwaarde geen afstand is of kan worden gedaan, dit onverwijld publiekelijk bekendmaken in overeenstemming met artikel 12 lid 3 Bob.

Voor zover de Bieder weet, zijn er op de datum van dit Biedingsbericht geen Effecten die, gezamenlijk, zouden resulteren in een Materieel Nadelig Effect.

10.8 Aanvaarding van het Bod door Aandeelhouders

Alvorens actie te ondernemen, dienen Aandeelhouders zorgvuldig na te gaan hoe zij hun Aandelen houden: via een Aangesloten Instelling of rechtstreeks (d.w.z. individueel inschreven in het aandeelhoudersregister van Boskalis).

(a) Aanvaarding van het Bod en aanmelding via een Aangesloten Instelling

Aandeelhouders die hun Aandelen houden via een Aangesloten Instelling dienen hun aanvaarding bekend te maken via hun bewaarnemer, bank of commissionair uiterlijk op het Laatste Tijdstip van Aanmelding, zijnde 17:40 uur CET op de Laatste Dag van Aanmelding. De relevante bewaarder, bank of commissionair kan een eerdere deadline vaststellen voor de communicatie door een Aandeelhouder, zodat de bewaarder, bank of commissionair de aanmeldingen tijdig kan doorgeven aan het Afwikkelingskantoor. Aandeelhouders dienen daarom contact op te nemen met hun financiële tussenpersoon om informatie te verkrijgen over de toepasselijke deadline voor verzending van instructies aan de financiële tussenpersoon om het Bod te aanvaarden en dienen zich te houden aan de data en tijden gecommuniceerd door de financiële tussenpersoon (aangezien deze data en tijden kunnen afwijken van de data en tijden die in dit Biedingsbericht zijn opgenomen).

Aangesloten Instellingen kunnen Aandelen uitsluitend aanmelden bij het Afwikkelingskantoor en alleen in schriftelijke vorm. Bij het indienen van de aanmelding dient de Aangesloten Instelling te verklaren dat:

- i. zij de Aandelen, aangemeld door de relevante Aandeelhouder, in haar administratie heeft opgenomen;
- ii. elke Aandeelhouder die het Bod aanvaardt, onherroepelijk verklaart en garandeert dat (x) de door de Aandeelhouder aangemelde Aandelen worden aangemeld in overeenstemming met de restricties zoals vermeld in Hoofdstuk 1 (*Restrictions*) en Hoofdstuk 2 (*Important Information*) en de Toepasselijke Wetgeving in de jurisdictie waarin de Aandeelhouder gevestigd is of waarvan hij ingezetene is en er geen registratie bij, goedkeuring van of deponering bij enige Regelgevende Autoriteit van die jurisdictie vereist is in verband met de aanmelding van die Aandelen, en (y) de Aandeelhouder geen persoon is aan wie het onwettig is om het Bod uit te brengen onder de Toepasselijke (effecten)Wetgeving of die, direct of indirect, onderworpen is aan of doelwit is van enige economische of financiële sancties opgelegd, uitgevoerd of afgedwongen door enige instantie van de Amerikaanse overheid, de Europese Unie, enige lidstaat van de Europese Unie, het Verenigd Koninkrijk of de Verenigde Naties, anders dan uitsluitend op grond van zijn opname in, of eigendom door een persoon opgenomen in, de Amerikaanse 'Sectoral Sanctions Identifications (SSI) List' of Annex III, IV, V of VI van Verordening (EU) Nr. 833/2014 van 31 juli 2014, zoals gewijzigd; en
- iii. zij zich verplicht om de Aangemelde Aandelen te leveren aan de Bieder vóór of uiterlijk op de Dag van Overdracht (of, met betrekking tot de Aandelen aangemeld tijdens de Na-Aanmeldingstermijn (als die er zal zijn), op of voorafgaand aan de dag van overdracht voor die Aandelen), onder de voorwaarde dat het Bod gestand is gedaan.

Hoewel normaliter de betreffende Aangesloten Instelling ervoor zorgdraagt dat Aandelen die zijn aangemeld onder het Bod worden geleverd aan de Bieder, als zij daartoe geïnstrueerd wordt door de

Aandeelhouder, is iedere Aandeelhouder verantwoordelijk voor de levering van zulke Aandelen aan de Bieder.

Met inachtneming van het recht tot herroeping van een aanmelding van Aandelen zoals omschreven in Hoofdstuk 10.10 (*Recht tot herroeping*), vormt het aanmelden van Aandelen ter aanvaarding van het Bod onherroepelijke instructies:

- i. om elke poging tot levering van dergelijke Aandelen tegen te houden, zodat op of voorafgaand aan de Dag van Overdracht (of, met betrekking tot Aandelen aangemeld tijdens de Na-Aanmeldingstermijn (als die er zal zijn), op of voorafgaand aan de dag van overdracht voor die Aandelen), geen levering van dergelijke Aandelen geëffectueerd kan worden (anders dan enige actie die is vereist om de levering aan de Bieder te effectueren);
 - ii. om de effectenrekening waarop dergelijke Aandelen worden gehouden te debiteren op de Dag van Overdracht (of, met betrekking tot Aandelen aangemeld tijdens de Na-Aanmeldingstermijn (als die er zal zijn), op of voorafgaand aan de dag van overdracht voor dergelijke Aandelen) ten aanzien van alle dergelijke Aandelen, tegen betaling door het Afwikkelingskantoor namens de Bieder van de Biedprijs per Aandeel; en
 - iii. om de levering van dergelijke Aandelen aan de Bieder te effectueren.
- (b) *Aanvaarding van het Bod door Aandeelhouders die individueel staan ingeschreven in het aandeelhoudersregister van Boskalis*

Aandeelhouders die individueel staan ingeschreven in het aandeelhoudersregister van Boskalis (**Geregistreerde Houders**) en die het Bod met betrekking tot hun Aandelen wensen te aanvaarden, dienen een volledig ingevuld en ondertekend aanvaardingsformulier aan te leveren bij het Afwikkelingskantoor. Volledig ingevulde aanvaardingsformulieren dienen vóór het Laatste Tijdstip van Aanmelding door het Afwikkelingskantoor te zijn ontvangen. De aanvaardingsformulieren zijn op verzoek verkrijgbaar bij het Afwikkelingskantoor. Het aanvaardingsformulier zal tevens dienen als akte van levering met betrekking tot de Aandelen waarnaar daarin wordt verwezen.

10.9 Aanmeldingstermijn

De Aanmeldingstermijn vangt aan op 27 juni 2022 om 09:00 uur CET en eindigt op 2 september 2022 om 17:40 uur CET, tenzij de Bieder de Aanmeldingstermijn verlengt in overeenstemming met Hoofdstuk 10.12 (*Verlenging van de Aanmeldingstermijn*).

10.10 Recht tot herroeping

Een aanmelding van Aandelen op of voorafgaand aan het Laatste Tijdstip van Aanmelding mag niet worden herroepen, behoudens het recht tot herroeping van elke aanmelding:

- a. gedurende een verlenging van de Aanmeldingstermijn in overeenstemming met het bepaalde in artikel 15 lid 3 Bob;
- b. na aankondiging van een verplicht openbaar bod in overeenstemming met het bepaalde in artikel 5b lid 5 Bob, op voorwaarde dat de Aandelen reeds waren aangemeld voorafgaand aan die aankondiging en herroeping plaatsvindt binnen zeven Werkdagen na die aankondiging;
- c. na toewijzing van een verzoek tot vaststelling van een billijke prijs voor een verplicht openbaar bod overeenkomstig het bepaalde in artikel 15 lid 8 Bob, op voorwaarde dat de Aandelen reeds waren aangemeld voorafgaand aan de indiening van een dergelijk verzoek en herroeping

plaatsvindt binnen zeven Werkdagen nadat de beslissing van de Ondernemingskamer uitvoerbaar bij voorraad is verklaard of onherroepelijk is geworden en vóór het Laatste Tijdstip van Aanmelding; of

- d. na een verhoging van de Biedprijs als gevolg waarvan de Biedprijs niet langer enkel bestaat uit contanten en een document dat hierop betrekking heeft algemeen verkrijgbaar is gesteld in overeenstemming met het bepaalde in artikel 15a lid 3 Bob, op voorwaarde dat de Aandelen reeds waren aangemeld voorafgaand aan de algemeenverkrijgbaarstelling van een dergelijk document en herroeping plaatsvindt binnen zeven Werkdagen na de algemeenverkrijgbaarstelling van een dergelijk document.

Om een aanmelding van Aandelen te herroepen, moeten houders van Aandelen gehouden via een Aangesloten Instelling de Aangesloten Instelling die zij oorspronkelijk instructie hebben gegeven om de Aandelen aan te melden, instrueren om de herroeping van die aanmelding te regelen door het tijdig aanleveren van een schriftelijke kennisgeving van herroeping aan het Afwikkelingskantoor op het adres dat in Hoofdstuk 2.6 (*Contact details*) staat vermeld, en Geregistreerde Houders dienen tijdig een schriftelijke kennisgeving van herroeping bij het Afwikkelingskantoor aan te leveren op het adres dat in Hoofdstuk 2.6 (*Contact details*) staat vermeld en in de vorm zoals bijgevoegd bij het aanvaardingsformulier.

Iedere kennisgeving van herroeping moet bevatten de naam van de persoon die de Aandelen heeft aangemeld waarvan de aanmelding wordt herroepen, het aantal Aandelen waarvan de aanmelding wordt herroepen en de naam van de geregistreerde houder van de Aandelen waarvan de aanmelding wordt herroepen, indien deze niet de naam is van de persoon die de Aandelen heeft aangemeld. De handtekening(en) op de kennisgeving van de herroeping van een aanmelding van Aandelen moet(en) gegarandeerd worden door een Aangesloten Instelling, tenzij dergelijke Aandelen zijn aangemeld voor rekening van een Aangesloten Instelling. Alle vragen met betrekking tot de vorm en de geldigheid (inclusief het tijdstip van ontvangst) van enige kennisgeving van herroeping zullen door de Bieder (in Bieder's discretie) worden bepaald, welke bepaling definitief en bindend zal zijn. Houders van Aandelen gehouden via een Toegelaten Instelling dienen contact op te nemen met hun financiële tussenpersoon om informatie te verkrijgen over de deadline voor verzending van instructies aan de financiële tussenpersoon om aanvaarding van het Bod te herroepen en dienen zich te houden aan de data en de tijden zoals gesteld door de financiële tussenpersoon (aangezien deze data en tijden kunnen afwijken van de data en tijden die in dit Biedingsbericht zijn opgenomen).

Herroepingen van aanmeldingen van Aandelen kunnen niet worden teruggedraaid, en alle Aandelen ten aanzien waarvan de aanmelding naar behoren is herroepen worden geacht niet geldig te zijn aangemeld in het kader van het Bod. Aandelen waarvoor aanmelding is herroepen kunnen opnieuw worden aangeboden via de procedure voor het aanmelden van Aandelen zoals omschreven in Hoofdstuk 10.8 (*Aanvaarding van het Bod door Aandeelhouders*).

Tijdens de Na-Aanmeldingstermijn (als die er zal zijn), hebben Aandeelhouders geen recht om de aanmelding van Aandelen te herroepen, ongeacht of deze geldig zijn aangemeld (of gebrekkig aangemeld indien de Bieder de aanmelding desalniettemin aanvaardt) tijdens de Aanmeldingstermijn of tijdens de Na-Aanmeldingstermijn.

10.11 Gestanddoening van het Bod

De verplichting van de Bieder om het Bod gestand te doen is onder voorbehoud van de vervulling van of het afstand doen van de Voorwaarden in overeenstemming met Hoofdstuk 10.7 (*Voorwaarden, afstand en vervulling*). Indien de Bieder (geheel of gedeeltelijk) afstand doet van een

Voorwaarde, zal de Bieder de Aandeelhouders informeren zoals voorgeschreven onder Toepasselijke Wetgeving.

Uiterlijk op de derde Werkdag na de Laatste Dag van Aanmelding, zal de Bieder vaststellen of de Voorwaarden vervuld zijn dan wel daarvan afstand is gedaan. Op de Dag van Gestanddoening zal de Bieder een openbare mededeling doen of het Bod (i) gestand wordt gedaan; (ii) het Bod wordt verlengd in overeenstemming met artikel 15 Bob en Hoofdstuk 10.12 (*Verlenging van de Aanmeldingstermijn*) of (iii) het Bod wordt beëindigd omdat de Voorwaarden niet vervuld zijn en daarvan afstand is gedaan, alles in overeenstemming met artikel 16 Bob. Indien de Bieder het Bod niet gestand doet, zal de Bieder de reden hiervan openbaar mededelen.

10.12 Verlenging van de Aanmeldingstermijn

Indien één of meer Voorwaarden niet zijn vervuld en daarvan evenmin afstand is gedaan op het oorspronkelijke Laatste Tijdstip van Aanmelding, kan de Bieder, in overeenstemming met artikel 15 leden 1 en 2 Bob, de Aanmeldingstermijn éénmaal verlengen, met niet minder dan twee weken en niet meer dan tien weken gerekend vanaf de oorspronkelijke Laatste Dag van Aanmelding.

Indien één of meer Voorwaarden niet zijn vervuld en daarvan evenmin afstand is gedaan op het Laatste Tijdstip van Aanmelding na verlenging van de Aanmeldingstermijn in overeenstemming met het bovenstaande, kan de Bieder, onder voorbehoud van ontvangst van een door de AFM verleende ontheffing onder specifieke omstandigheden op grond van artikel 5:81 lid 3 en artikel 5:76 lid 2 sub a Wft en in overeenstemming met een dergelijke ontheffing, de verlengde Aanmeldingstermijn verder verlengen.

De Bieder mag verder de Aanmeldingstermijn verlengen als een concurrerend bod voor de Aandelen is aangekondigd of uitgebracht om aan te sluiten bij het laatste tijdstip van aanmelding onder een dergelijk concurrerend bod, overeenkomstig artikel 15 lid 5 Bob.

Voor alle duidelijkheid, in het geval van een verlenging van de Aanmeldingstermijn zullen alle verwijzingen in dit Biedingsbericht naar “Laatste Tijdstip van Aanmelding” en “Laatste Dag van Aanmelding” en “2 september 2022” geacht te zijn gewijzigd in de laatste tijd of datum (al naar gelang van toepassing) waarnaar de Aanmeldingstermijn is verlengd, tenzij uit de context anderszins blijkt.

Indien de Aanmeldingstermijn wordt verlengd, zal hierover uiterlijk op de derde Werkdag na de oorspronkelijke Laatste Dag van Aanmelding een openbare mededeling worden gedaan in overeenstemming met het bepaalde in artikel 15 leden 1 en 2 Bob. Indien de Bieder de Aanmeldingstermijn verlengt, zal het Bod aflopen op de uiterste tijd en datum waartoe de Bieder de Aanmeldingstermijn heeft verlengd.

Gedurende een verlenging van de Aanmeldingstermijn blijven alle Aandelen die reeds waren aangemeld en waarvan de aanmelding niet is herroepen in overeenstemming met Hoofdstuk 10.10 (*Recht tot herroeping*), aangemeld onder het Bod. De aanmelding van Aandelen die worden aangemeld gedurende een verlenging van de Aanmeldingstermijn kan niet worden herroepen, behoudens het recht tot herroeping zoals uiteengezet in Hoofdstuk 10.10 (*Recht tot herroeping*).

10.13 Overdracht

Als de Bieder het Bod gestand doet, zal de Bieder de levering van alle Aangemelde Aandelen aanvaarden onder de voorwaarden van het Bod.

Op de Dag van Overdracht zal de Bieder de Biedprijs betalen voor elk Aangemeld Aandeel dat is geleverd aan de Bieder door een Aandeelhouder, op de voorwaarden zoals uiteengezet in dit Biedingsbericht. De Dag van Overdracht zal niet later zijn dan vijf Werkdagen na de Dag van Gestanddoening. De Bieder kan niet garanderen dat Aandeelhouders de Biedprijs daadwerkelijk binnen deze termijn zullen ontvangen. Er is geen specifieke actie vereist van Aandeelhouder met betrekking tot de betaling van de Biedprijs.

Vanaf de Overdracht is het niet mogelijk om de aanmelding, verkoop of levering van enig Aandeel aangemeld tijdens de Aanmeldingstermijn te herroepen, te ontbinden of te vernietigen.

10.14 Na-Aanmeldingstermijn

Als de Bieder het Bod gestand doet, staat het de Bieder vrij om, naar eigen goeddunken en binnen drie Werkdagen na de Dag van Gestanddoening, ervoor te kiezen de Na-Aanmeldingstermijn aan te kondigen om Aandeelhouders die hun Aandelen niet hebben aangemeld tijdens de Aanmeldingstermijn de mogelijkheid te bieden hun Aandelen alsnog aan te melden onder dezelfde voorwaarden en beperkingen als het Bod.

Als de Na-Aanmeldingstermijn wordt aangekondigd:

- a. zal de Na-Aanmeldingstermijn aanvangen op de eerste Werkdag volgend op die van de aankondiging van de Na-Aanmeldingstermijn en de Na-Aanmeldingstermijn zal niet langer zijn dan twee weken;
- b. zal de Bieder uiterlijk op de derde Werkdag na de laatste dag van de Na-Aanmeldingstermijn een openbare mededeling doen over het aantal en percentage Aandelen dat is aangemeld tijdens de Na-Aanmeldingstermijn en het totale aantal en totale percentage Aandelen in bezit van de Bieder in overeenstemming met artikel 17 lid 4 Bob; en
- c. zal de Bieder de levering van alle Aandelen geldig aangemeld gedurende de Na-Aanmeldingstermijn (of gebrekkig aangemeld indien de Bieder de aanmelding desalniettemin aanvaardt) blijven aanvaarden en zal de Bieder binnen vijf Werkdagen na de laatste dag van de Na-Aanmeldingstermijn betalen voor die Aandelen.

Tijdens de Na-Aanmeldingstermijn (als die er is), hebben Aandeelhouders geen recht om aanmeldingen van Aandelen te herroepen, ongeacht of deze Aandelen geldig zijn aangemeld (of gebrekkig aangemeld indien de Bieder de aanmelding desalniettemin aanvaardt) tijdens de Aanmeldingstermijn of tijdens de Na-Aanmeldingstermijn.

Vanaf de overdracht van een Aandeel aangemeld tijdens de Na-Aanmeldingstermijn (als die er is), is het niet mogelijk om de aanmelding, verkoop of levering van een dergelijk Aandeel te herroepen, te ontbinden of te vernietigen.

10.15 Mogelijke gevolgen van het Bod voor Aandeelhouders die hun Aandelen niet aanmelden

Het Bod, als en wanneer gestand gedaan, kan gevolgen hebben voor Aandeelhouders die hun Aandelen niet hebben aangemeld onder het Bod. Aandeelhouders die overwegen of voornemens zijn om hun Aandelen niet aan te melden onder het Bod dienen daarom dit Hoofdstuk 10.15 (*Mogelijke gevolgen van het Bod voor Aandeelhouders die hun Aandelen niet aanmelden*) alsmede Hoofdstukken 5.9 (*Transaction Protocol*), 5.10 (*Possible consequences of the Offer for non-tendering Shareholders*) en 9.3 (*Material Dutch tax consequences for Shareholders who do not tender their Shares*). Deze Hoofdstukken beschrijven bepaalde intenties van HAL alsmede bepaalde

(daadwerkelijke of potentiële) risico's en gevolgen voor Aandeelhouders die ervoor kiezen om het Bod niet te accepteren en het Bod gestand is gedaan en afgewikkeld. Deze risico's komen bovenop de risico's die verbonden zijn aan het houden van Aandelen in het algemeen, zoals blootstelling aan risico's die verband houden met de ondernemingsactiviteiten van de Boskalis Groep, de markten waarop de Boskalis Groep actief is, alsmede economische trends die deze markten in het algemeen beïnvloeden (zoals die activiteiten, markten of trends van tijd tot tijd kunnen veranderen).

De verwerving van Aandelen door de Bieder onder het Bod zal het aantal Aandeelhouders verminderen, evenals het aantal Aandelen dat anders openbaar verhandeld kan worden. Hierdoor kan na de Overdracht de omvang van de *free float* van de Aandelen aanzienlijk zijn verminderd en kunnen de liquiditeit en marktwaarde van de Aandelen negatief worden beïnvloed. HAL is niet voornemens om Aandeelhouders voor een dergelijk nadelig gevolg te compenseren.

De beëindiging van de notering van de Aandelen aan Euronext Amsterdam of de implementatie van een herstructurering van de Boskalis Groep zoals omschreven in Hoofdstuk 5.10(b) (*Other Post-Offer Measures*) kunnen de liquiditeit en marktwaarde van de Aandelen die niet zijn aangemeld onder het Bod verder negatief beïnvloeden. Als Boskalis of haar rechtsopvolger niet langer beursgenoteerd zal zijn of een besloten vennootschap met beperkte aansprakelijkheid zal zijn of zal worden, zijn de wettelijke bepalingen die gelden ten aanzien van de governance van naamloze of beursgenoteerde vennootschappen niet langer van toepassing en kunnen, in overeenstemming met de Toepasselijke Wetgeving, de rechten van minderheidsaandeelhouders worden beperkt.

HAL behoudt zich het recht voor om herstructureringen van de Boskalis Groep door te voeren of te bewerkstelligen teneinde meer of alle Aandelen te verkrijgen, sommige of alle activa of ondernemingsactiviteiten van de Boskalis Groep te verwerven, de beursnotering te kunnen beëindigen of een andere operationele, juridische, financiële of fiscale structuur te bereiken in overeenstemming met de Toepasselijke Wetgeving en de voorwaarden van het Transaction Protocol, welke herstructureringen het (neven)effect van verwatering van het belang van minderheidsaandeelhouders kunnen hebben. Verwezen wordt naar Hoofdstuk 5.10(b) (*Other Post-Offer Measures*).

10.16 Bieder

De Bieder is een besloten vennootschap met beperkte aansprakelijkheid opgericht naar Nederlands recht, met statutaire zetel in Rotterdam en met een geregistreerd adres aan Weena 696, 3012 CN Rotterdam en geregistreerd bij de kamer van koophandel onder nummer 85854506. De Bieder is een (indirecte) 100% dochtermaatschappij van HAL Trust, waarvan de aandelen zijn genoteerd aan Euronext Amsterdam. De aandeelhoudersstructuur van de Bieder is weergegeven in Hoofdstuk 7.2 (*Shareholder structure of the Offeror*).

Het bestuur van de Bieder wordt gevormd door HAL Investments 2 B.V., een besloten vennootschap met beperkte aansprakelijkheid opgericht naar Nederlands recht, met statutaire zetel in Rotterdam en met een geregistreerd adres aan Weena 696, 3012 CN Rotterdam en geregistreerd bij de kamer van koophandel onder nummer 24418449. Het bestuur van HAL Investments 2 B.V. wordt gevormd door dhr. R. Kers, dhr. G. van de Rozenberg, dhr. J.N. van Wiechen en dhr. A.S. Vink.

De Bieder heeft geen raad van commissarissen. De Bieder heeft geen werknemers.

10.17 Aankondigingen

Iedere verdere aankondiging door HAL in verband met het Bod, waaronder begrepen of de Bieder het Bod al dan niet gestand doet en aankondigingen in het kader van een verlenging van de

Aanmeldingstermijn (indien van toepassing), zal worden gedaan door middel van een persbericht en zal worden geplaatst op de website van HAL (www.halholding.com/boskalis-offer).

Met inachtneming van de toepasselijke vereisten op grond van het Bob en andere Toepasselijke Wetgeving en zonder beperkingen aan te brengen in de wijze waarop HAL een openbare mededeling kan doen, rust op HAL geen verplichting om een openbare mededeling te doen anders dan zoals beschreven in dit Biedingsbericht.

10.18 Beschikbaarheid van informatie

Digitale exemplaren van dit Biedingsbericht zijn beschikbaar op de website van HAL op www.halholding.com/boskalis-offer. Deze website maakt geen deel uit van, en is niet middels verwijzing opgenomen in, dit Biedingsbericht.

Exemplaren van dit Biedingsbericht zijn eveneens kosteloos verkrijgbaar bij het Afwikkelingskantoor, op het adres vermeld in Hoofdstuk 2.6 (*Contact details*).

Digitale exemplaren van de Statuten en de jaarverslagen (inclusief jaarrekeningen) van Boskalis zijn beschikbaar op de website van Boskalis op <https://boskalis.com/ir/corporate-governance.html> en <https://boskalis.com/ir/financial-publications.html>. De website van Boskalis maakt geen deel uit van, en is niet middels verwijzing opgenomen in, dit Biedingsbericht.

11. PRESS RELEASES

11.1 Initial Announcement dated 10 March 2022



Press release

HAL

This press release is issued by HAL Holding N.V. (together with its wholly-owned subsidiary HAL Investments B.V., 'HAL') pursuant to the provisions of section 17 paragraph 1 of the European Market Abuse Regulation, as well as section 5 paragraph 2 and section 7 paragraph 4 of the Dutch Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*) in connection with the intended public offer by a wholly-owned subsidiary of HAL Holding N.V. for all the issued and outstanding ordinary shares in the capital of Royal Boskalis Westminster N.V. This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of an offer memorandum. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.

HAL ANNOUNCES INTENDED VOLUNTARY PUBLIC OFFER FOR BOSKALIS AT € 32.50 PER SHARE

- Intended all-cash voluntary public offer of € 32.50 per share for all issued and outstanding ordinary shares of Boskalis; no minimum acceptance threshold
- HAL currently holds 46.2% of the issued Boskalis shares
- HAL supports Boskalis' existing strategy, has no intention to change its management or governance, and is committed to the long-term interests of Boskalis and its stakeholders, including its employees
- HAL has invited the boards of Boskalis to discuss the intended voluntary public offer

HAL intends to launch an all-cash voluntary public offer of € 32.50 per share (cum dividend; the 'Offer Price') for all issued and outstanding ordinary shares (the 'Shares') of Royal Boskalis Westminster N.V. ('Boskalis') (the 'Offer'). The Offer Price represents:

- a premium of approximately 28% relative to the closing price of € 25.30 per ordinary share of Boskalis as per March 9, 2022;
- a premium of approximately 29% relative to the volume-weighted average price of € 25.14 per ordinary share of Boskalis during the last month; and



- a premium of approximately 28% relative to the volume-weighted average price of € 25.46 per ordinary share of Boskalis during the last 3 months.

The Offer Price per Share represents an implied equity value for 100% of Boskalis on a fully diluted basis of € 4.2 billion.

HAL has been a shareholder of Boskalis since 1989, and currently holds 46.2% of the shares in the issued share capital of Boskalis. It is HAL's assessment that the current public listing offers limited added value to Boskalis, and does not outweigh the costs and other disadvantages of the listing. HAL believes that given Boskalis' business characteristics, the long-term nature of its larger projects (typically spanning multiple years) and the cyclicity of its underlying markets, Boskalis could benefit from private ownership with a long-term investment horizon, and that such private ownership could also enhance M&A opportunities.

HAL supports Boskalis' existing strategy, and has no intention to change its management or governance. HAL is committed to the long-term interests of Boskalis and its business, taking into account the interests of its stakeholders, including its employees. HAL does not envisage reductions of Boskalis' workforce as a direct consequence of the Offer or completion thereof.

On March 8, 2022, HAL informed Boskalis with respect to the Offer. HAL fully appreciates that the boards of Boskalis will need to evaluate all components of the proposed transaction before taking a definitive position in respect of the Offer. HAL has invited Boskalis to meet at short notice with a view to further discuss the proposed Offer.

Mr. J.N. van Wiechen, member of the supervisory board of Boskalis and member of the executive board of HAL, has not participated and will not participate in any deliberations and decision making by the supervisory board of Boskalis in respect of the Offer or any actions of Boskalis in connection therewith.



The commencement of the Offer will be conditional on (i) the Dutch Authority for the Financial Markets ('AFM') having approved the offer memorandum, (ii) trading in the Shares on Euronext Amsterdam not having been suspended or ended, (iii) no order, stay, judgment or decree having been issued prohibiting the making of the Offer, and (iv) no material adverse change having occurred. Furthermore the Offer, when made, will be subject to, among others, HAL having obtained the requisite regulatory and competition clearances and no material adverse change having occurred.

The Offer will not be subject to a minimum acceptance threshold.

HAL will finance the intended Offer from its available cash resources.

The full details of the Offer, when made, will be included in an offer memorandum that will be made available to all Boskalis shareholders. HAL anticipates that the Offer will be presented to Boskalis shareholders within 2 to 3 months from the date hereof. HAL expects to obtain the requisite regulatory and competition clearances in Q3 of 2022. If HAL holds at least 95% of the Shares, it intends to cause the termination of the listing of the Shares on Euronext Amsterdam and to commence statutory buy-out proceedings to obtain 100% of the Shares.

In connection with the regulatory and competition clearance process, Stichting Hyacinth (the 'Foundation'), a special purpose foundation separate from HAL has been set up for acquiring and temporarily holding Boskalis shares. As at March 9, 2022, the Foundation did not hold any Boskalis shares. It is the expectation that the Foundation will acquire Boskalis shares after the publication of this press release. The Foundation has entered into a block trade agreement with HAL to sell and transfer to HAL all Boskalis shares that will be acquired by the Foundation, subject to the condition precedent of HAL having obtained the requisite regulatory and competition clearances. Information about the Boskalis shares that the Foundation may purchase will be disclosed by the Foundation, where relevant on a daily basis, by means of a press release that will be made available at www.halholding.com/boskalis-offer. Until the requisite regulatory and competition clearances have been obtained, the Foundation shall not vote on any Boskalis



shares held by it and HAL will not vote on such percentage of the Boskalis shares held by it as equals the percentage of the outstanding shares in the capital of Boskalis held by the Foundation, so that HAL's relative voting power in the general meeting of Boskalis shall not increase prior to obtaining such clearances.

Kempen & Co is acting as the Foundation's financial broker.

NautaDutilh is acting as HAL's legal adviser.

HAL Holding N.V.

March 10, 2022

07h15

This press release contains inside information relating to HAL Trust within the meaning of Article 7(1) of the EU Market Abuse Regulation.

The information in this press release is not intended to be complete. This press release is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, HAL disclaims any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. HAL does not assume any responsibility for any violation of any of these restrictions. Any Boskalis shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.

Certain statements in this press release may be considered forward-looking statements. These forward-looking statements speak only as of the date of this press release. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, and HAL cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to HAL or are within its control, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement. Potential risks and uncertainties include, but are not limited to, receipt of the requisite regulatory and competition clearances without unexpected delays or conditions and the response to the Offer in the market place. HAL expressly disclaims any obligation or undertaking to publicly update or revise any



forward-looking statements, whether as a result of new information, a change in expectations or for any other reason.

Note to shareholders in the United States

The Offer described herein is made for the Shares of Boskalis and is subject to the laws of the Netherlands. It is important that U.S. shareholders understand that the Offer and any related offer documents are subject to disclosure and takeover laws and regulations in the Netherlands that may be different from those in the United States. To the extent applicable, the Offer is expected to be made in compliance with the U.S. tender offer rules, including Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended (the ‘Exchange Act’), and the “Tier II” exemption in respect of securities of foreign private issuers provided by Rule 14d-1(d) under the Exchange Act.

HAL, the Foundation and HAL’s affiliates or entities acting in concert with HAL may, from time to time, purchase or make arrangements to purchase Shares outside of the Offer from the time the Offer was first publicly announced until the expiration of the acceptance period of the Offer, including purchases in the open market at prevailing prices or in private transactions at negotiated prices, in each case, outside of the United States and to the extent permitted by Dutch law. Any such purchases will not be made at prices higher than the Offer Price or on terms more favourable than those offered pursuant to the Offer unless the Offer Price is increased accordingly. Information regarding purchases of Shares outside of the Offer will be publicly disclosed, including in the United States, in the manner described in this announcement.

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved of the Offer, passed upon the merits or fairness of the Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in this public announcement. Any representation to the contrary is a criminal offence in the United States.

11.2 Four weeks announcement dated 7 April 2022



Press release

HAL

This press release is issued by HAL Holding N.V. (together with its wholly-owned subsidiary HAL Investments B.V., 'HAL') pursuant to the provisions of section 7 paragraph 1 sub a of the Dutch Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*) in connection with the intended public offer by a wholly-owned subsidiary of HAL Holding N.V. for all the issued and outstanding ordinary shares in the capital of Royal Boskalis Westminster N.V. This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of an offer memorandum. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.

UPDATE ON THE VOLUNTARY PUBLIC OFFER BY HAL FOR BOSKALIS

Reference is made to the press release by HAL dated March 10, 2022 (the 'Initial Announcement') in respect of the intended all-cash voluntary public offer of € 32.50 per share (cum dividend; the 'Offer Price') to be made by HAL for all issued and outstanding ordinary shares (the 'Shares') of Royal Boskalis Westminster N.V. ('Boskalis') (the 'Offer').

HAL hereby provides an update on the Offer in accordance with the provisions of Section 7, paragraph 1 sub a of the Decree, requiring a public announcement including a status update regarding an intended public offer within four weeks following its announcement. HAL confirms that it is making good progress on the preparation of the Offer. HAL is preparing the necessary regulatory filings, including relevant filings to antitrust authorities.

Today HAL will file a request for review and approval of the offer memorandum with the AFM.

As communicated in the Initial Announcement, HAL anticipates that the Offer will be presented to Boskalis shareholders within 2 months from the date hereof and HAL expects to obtain the requisite regulatory and competition clearances in Q3 of 2022.

HAL Holding N.V.

April 7, 2022

08h30



The information in this press release is not intended to be complete. This press release is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, HAL disclaims any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. HAL does not assume any responsibility for any violation of any of these restrictions. Any Boskalis shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.

Certain statements in this press release may be considered forward-looking statements. These forward-looking statements speak only as of the date of this press release. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, and HAL cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to HAL or are within its control, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement. Potential risks and uncertainties include, but are not limited to, receipt of the requisite regulatory and competition clearances without unexpected delays or conditions and the response to the Offer in the market place. HAL expressly disclaims any obligation or undertaking to publicly update or revise any forward-looking statements, whether as a result of new information, a change in expectations or for any other reason.

Note to shareholders in the United States

The Offer described herein is made for the Shares of Boskalis and is subject to the laws of the Netherlands. It is important that U.S. shareholders understand that the Offer and any related offer documents are subject to disclosure and takeover laws and regulations in the Netherlands that may be different from those in the United States. To the extent applicable, the Offer is expected to be made in compliance with the U.S. tender offer rules, including Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended (the ‘Exchange Act’), and the “Tier II” exemption in respect of securities of foreign private issuers provided by Rule 14d-1(d) under the Exchange Act.

HAL, Stichting Hyacinth and HAL’s affiliates or entities acting in concert with HAL may, from time to time, purchase or make arrangements to purchase Shares outside of the Offer from the time the Offer was first publicly announced until the expiration of the acceptance period of the Offer, including purchases in the open market at prevailing prices or in private transactions at negotiated prices, in each case, outside of the United States and to the extent permitted by Dutch law. Any such purchases will not be made at prices higher than the Offer Price or on terms more favourable than those offered pursuant to the Offer unless the Offer Price is increased accordingly. Information regarding purchases of Shares outside of the Offer will be publicly disclosed, including in the United States, in the manner described in this announcement.



Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved of the Offer, passed upon the merits or fairness of the Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in this public announcement. Any representation to the contrary is a criminal offence in the United States.

11.3 Announcement Transaction Protocol dated 3 June 2022



Press release

HAL

This is a press release of HAL Holding N.V. ('HAL Holding'). This press release is issued pursuant to the provisions of section 4 paragraphs 1 and 3 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft) (the 'Decree') in connection with the intended public offer (the 'Offer') by HAL Bidco B.V. (the 'Offeror' and together with its sole shareholder HAL Investments B.V., 'HAL'), a wholly-owned subsidiary of HAL Holding N.V., for all the issued and outstanding ordinary shares in the capital of Boskalis (the 'Shares'). This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of an offer memorandum (the 'Offer Memorandum') approved by the Dutch Authority for the Financial Markets (the 'AFM'). This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.

UPDATE ON THE VOLUNTARY PUBLIC OFFER BY HAL FOR BOSKALIS

Reference is made to the press releases by HAL Holding N.V. dated March 10, 2022, and April 7, 2022, in respect of the intended all-cash Offer of € 32.50 (cum dividend) per Share, adjusted to € 32.00 for the € 0.50 dividend paid by Boskalis. The offer price represents a premium of 28% to both the pre-announcement closing price and 3-month VWAP at that date.

In March 2022, Boskalis and its shareholders were simultaneously informed by HAL about its intentions to make the Offer, without HAL first having requested a recommendation from Boskalis. Boskalis announced in its press release of today that it will submit the Offer to the Boskalis shareholders on a neutral basis.

On June 2nd after the close of the stock market, Boskalis and HAL signed a Transaction Protocol, in which HAL commits itself to certain non-financial covenants for a period of 4 years, in line with its previously announced intentions.



HAL will update the draft offer memorandum previously submitted to the AFM to reflect the agreements set out in the Transaction Protocol. HAL expects to submit an updated draft offer memorandum to the AFM for review and approval today.

Based on the required steps and subject to requisite approvals, HAL anticipates the Offer will be launched in the second half of June 2022 and closed in Q3 2022.

HAL Holding N.V.

June 3, 2022

08h15

This press release contains inside information relating to HAL Trust within the meaning of Article 7(1) of the EU Market Abuse Regulation.

The information in this press release is not intended to be complete. This press release is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, HAL Holding, HAL and Boskalis disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither HAL Holding, nor HAL nor Boskalis assume any responsibility for any violation of any of these restrictions. Any Boskalis shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.

Certain statements in this press release may be considered forward-looking statements. These forward-looking statements speak only as of the date of this press release. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, and HAL cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to HAL Holding, HAL and/or Boskalis or are within their control, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement. Potential risks and uncertainties include, but are not limited to, receipt of the requisite regulatory and competition clearances without unexpected delays or conditions and the response to the Offer in the market place. HAL Holding, HAL and Boskalis expressly disclaim any obligation or undertaking to publicly update or revise any forward-looking statements, whether as a result of new information, a change in expectations or for any other reason.

Note to shareholders in the United States

The Offer described herein is made for the Shares of Boskalis and is subject to the laws of the Netherlands. It is important that U.S. shareholders understand that the Offer and any related offer documents are subject to disclosure and takeover laws and regulations in the Netherlands that may be different from those in the United States. To the extent applicable, the Offer is expected to be made in compliance with the U.S. tender offer rules, including Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended (the 'Exchange Act'), and the "Tier II" exemption in respect of securities of foreign private issuers provided by

HAL HOLDING N.V.

5, AVENUE DES CITRONNIERS, MC 98000 MONACO

Commercial registry Curaçao 46339

TEL: (377) 92 16 75 79 FAX: (377) 93 25 54 34



Rule 14d-1(d) under the Exchange Act. HAL, Stichting Hyacinth and HAL's affiliates or entities acting in concert with HAL may, from time to time, purchase or make arrangements to purchase Shares outside of the Offer from the time the Offer was first publicly announced until the expiration of the acceptance period of the Offer, including purchases in the open market at prevailing prices or in private transactions at negotiated prices, in each case, outside of the United States and to the extent permitted by Dutch law. Any such purchases will not be made at prices higher than the Offer Price or on terms more favourable than those offered pursuant to the Offer unless the Offer Price is increased accordingly. Information regarding purchases of Shares outside of the Offer will be publicly disclosed, including in the United States, in the manner described in this press release.

12. FINANCIAL INFORMATION BOSKALIS

12.1 Selected consolidated financial information Boskalis

This Section 12 (*Financial Information Boskalis*) contains certain selected consolidated financial information relating to Boskalis. Reading the selected consolidated financial information is not a substitute for reading the audited financial statements of Boskalis for the financial years 2021, 2020 and 2019.

The information in this Section 12 (*Financial Information Boskalis*) has been derived from the annual reports of Boskalis for the financial years 2021, 2020 and 2019 and has not been commented on, amended or verified by HAL. As the information underlying the information on Boskalis in this Section 12 (*Financial Information Boskalis*) has been prepared by parties other than HAL, HAL cannot assume any responsibility for the accuracy of this underlying information. Boskalis has not given its consent to include this information in this Offer Memorandum.

12.2 Basis for preparation

The selected consolidated financial information of Boskalis is that of Boskalis and its consolidated subsidiaries. The selected consolidated financial information of Boskalis included in Section 12.3 (*Comparative overview of consolidated statements of financial position for the financial years 2021, 2020 and 2019*) through Section 12.5 (*Comparative overview of consolidated statements of cash flows for the financial years 2021, 2020 and 2019*) comprises the consolidated statements of financial position, the consolidated statements of profit or loss and the consolidated statements of cash flows for the financial years ended 31 December 2021, 2020 and 2019. This selected consolidated financial information has been derived from:

- (a) the consolidated financial statements for the financial year ended 31 December 2021 as audited by Ernst & Young Accountants LLP, which issued an independent auditor's report thereon, without qualification, on 9 March 2022;
- (b) the consolidated financial statements for the financial year ended 31 December 2020 as audited by Ernst & Young Accountants LLP, which issued an independent auditor's report thereon, without qualification, on 3 March 2021; and
- (c) the consolidated financial statements for the financial year ended 31 December 2019 as audited by Ernst & Young Accountants LLP, which issued an independent auditor's report thereon, without qualification, on 4 March 2020.

The financial statements from which the selected consolidated financial information has been derived were prepared in accordance with EU-IFRS and Part 9 of Book 2 DCC. Reference is made to note 3 of the consolidated financial statements for the financial year ended 31 December 2021 included in Section 12.6 (*Financial statements for the financial year 2021 including independent auditor's report*) for a summary of the significant accounting policies of Boskalis applicable to the financial year ended 31 December 2021.

The selected consolidated financial information set out in Section 12.3 (*Comparative overview of consolidated statements of financial position for the financial years 2021, 2020 and 2019*) through Section 12.5 (*Comparative overview of consolidated statements of cash flows for the financial years 2021, 2020 and 2019*) is excluding related note disclosures and a description of significant accounting policies. For a better understanding of Boskalis' financial position, profit or loss and cash flows, the selected consolidated financial information should be read in conjunction with the

unabbreviated audited financial statements for the financial years ended 31 December 2021, 2020 and 2019, including the related notes and description of significant accounting policies that were applied for each of these years. The unabbreviated audited financial statements are available on the website of Boskalis at www.boskalis.com and the AFM register of financial reporting.

As Boskalis did not cooperate with the preparation of this Offer Memorandum and the Offeror did not have access to the auditor of Boskalis during the preparation of this Offer Memorandum, no auditor's statement in respect of the selected consolidated financial information of Boskalis included in Section 12.3 (*Comparative overview of consolidated statements of financial position for the financial years 2021, 2020 and 2019*) through Section 12.5 (*Comparative overview of consolidated statements of cash flows for the financial years 2021, 2020 and 2019*) was available to the Offeror for inclusion in this Offer Memorandum.

12.3 Comparative overview of consolidated statements of financial position for the financial years 2021, 2020 and 2019

(in thousands of EUR)

	31 December 2021	31 December 2020	31 December 2019
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	176,597	172,773	116,383
Property, plant and equipment	2,609,043	2,361,642	2,406,101
Right-of-use assets	140,285	115,005	103,877
Joint ventures and associates	206,350	208,466	428,055
Non-current financial assets	2,705	2,922	9,214
Derivatives	-	518	6,015
Deferred income tax assets	13,868	12,380	15,340
	3,148,848	2,873,706	3,084,985
CURRENT ASSETS			
Inventories	110,560	91,130	103,238
Unbilled revenue	269,685	206,670	279,981
Trade and other receivables	635,805	509,930	702,212
Derivatives	7,508	6,618	3,275
Income tax receivable	21,959	15,190	23,502
Cash and cash equivalents	762,924	824,547	399,574
Assets held for sale	55,518		
	1,863,959	1,654,085	1,511,782
TOTAL ASSETS	5,012,807	4,527,791	4,596,767

(in thousands of EUR)

	31 December 2021	31 December 2020	31 December 2019
EQUITY AND LIABILITIES			
GROUP EQUITY			
Issued capital	1,303	1,303	1,354
Share premium reserve	637,019	637,019	636,968
Other reserves	297,398	300,097	404,117
Retained earnings	1,468,307	1,344,796	1,448,913
SHAREHOLDERS' EQUITY	2,404,027	2,283,215	2,491,352
NON-CONTROLLING INTERESTS	585	2,983	3,350
TOTAL GROUP EQUITY	2,404,612	2,286,198	2,494,702
LIABILITIES			
NON-CURRENT LIABILITIES			
Interest-bearing borrowings	388,864	363,831	293,803
Employee benefits	47,058	50,191	46,575
Deferred income tax liabilities	3,495	2,690	1,450
Provisions	62,351	38,986	35,293
Lease liabilities	114,710	92,522	84,028
Derivatives	47	661	6,986
	616,525	548,881	468,135
CURRENT LIABILITIES			
Deferred revenue	451,712	357,510	315,756
Interest-bearing borrowings	10,190	12,596	50,255
Bank overdrafts	13,400	9,555	29,775
Income tax payable	139,308	146,043	146,094
Trade and other payables	1,290,733	1,101,265	1,001,869
Provisions	46,889	28,185	60,312
Lease liabilities	33,094	28,426	24,285
Derivatives	6,334	9,132	5,584
	1,991,670	1,692,712	1,633,930
TOTAL LIABILITIES	2,608,195	2,241,593	2,102,065
TOTAL GROUP EQUITY AND LIABILITIES	5,012,807	4,527,791	4,596,767

12.4 Comparative overview of consolidated statements of profit or loss for the financial years 2021, 2020 and 2019

(in thousands of EUR)

	2021	2020	2019
OPERATING INCOME			
Revenue	2,956,778	2,524,911	2,644,600
Reversal of impairments evidenced by a sale transaction		-	40,146
Other income	9,280	16,995	55,239
	2,966,058	2,541,906	2,739,985
OPERATING EXPENSES			
Raw materials, consumables, services and subcontracted work	- 2,020,746	- 1,695,439	- 1,927,999
Personnel expenses	- 510,158	- 471,942	- 461,270
Depreciation and amortization	- 263,670	- 264,487	- 265,115
Impairment charges	-	- 157,475	-
Other expenses	- 12,040	- 261	- 470
	- 2,806,614	- 2,589,604	- 2,654,854
Share in result of joint ventures and associates	- 39,144	- 7,877	25,590
RESULTS FROM OPERATING ACTIVITIES (EBIT)	198,588	- 55,575	110,721
FINANCE INCOME AND EXPENSES			
Finance income	438	369	995
Interest and other finance expenses	- 16,496	- 15,257	- 16,676
	- 16,058	- 14,888	- 15,681
PROFIT/LOSS (-) BEFORE TAXATION	182,530	- 70,463	95,040
Income tax expenses	- 34,131	- 26,216	- 20,141
NET GROUP PROFIT/LOSS (-)	148,399	- 96,679	74,899
NET GROUP PFOFIT/LOSS (-) ATTRIBUTABLE TO:			
Shareholders	150,846	- 96,523	74,887
Non-controlling interests	- 2,477	- 156	12
	148,399	- 96,679	74,899
Weighted average number of shares	129,591,935	130,954,242	133,248,096
Earnings per share (basic and diluted)	EUR 1.16	EUR - 0.74	EUR 0.56

12.5 Comparative overview of consolidated statements of cash flows for the financial years 2021, 2020 and 2019

(in thousands of EUR)

	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Group profit / loss (-)	148,399	- 96,679	74,899
Depreciation, amortization and impairment charges	263,670	421,962	265,115
Cash flow	412,069	325,283	340,014
Adjustments for:			
Finance income and expenses	16,058	14,888	15,681
Income tax expenses	34,131	26,216	20,141
Results from disposals and divestments ¹	- 5,240	- 8,546	- 6,756
Reversal of impairments evidenced by a sale transaction		-	- 40,146
Results from divestments and acquisitions		-	- 48,013
Movement in provisions and employee benefits	40,335	- 27,121	33,683
Movement in inventories	- 21,787	11,356	- 3,477
Movement in trade and other receivables	- 141,143	178,164	- 31,368
Movement in trade and other payables	137,475	77,638	- 31,667
Movement unbilled and deferred revenue	27,404	107,918	144,336
Share in result of joint venture and associates, include share in impairment charges	- 39,144	7,877	- 25,590
Gain on acquisitions	-	- 7,569	
Cash generated from operating activities	460,158	706,104	366,838
Dividends received	2,233	20,446	10,191
Interest received	438	369	995
Interest paid	- 12,268	- 11,970	- 12,625
Income tax paid	- 43,273	- 16,893	- 37,293
Net cash from operating activities	407,288	698,056	328,106
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment, excluding capitalized borrowing costs	- 370,693	- 225,624	- 247,590
Proceeds from disposals of property, plant and equipment	21,833	17,355	26,704
Investment in business combinations, net of cash acquired	-	- 43,183	- 23,250
Investment in and issued loans to joint ventures and / or associates		-	- 75,409
Disposal of (a part of) group companies, net of cash disposed, and joint ventures		-	291,464
Repayment of loans or share premium by joint ventures and / or associates	63	1,192	280
Net cash used from / (in) investing activities	- 348,797	- 250,260	- 27,801
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from interest-bearing borrowings	15,020	508,411	-
Repayment of interest-bearing borrowings	- 12,932	- 453,648	- 100,245
Transaction costs paid related to new finance agreement	-	- 5,435	
Purchase of own shares	- 27,711	- 29,403	- 46,820
Payment of lease liabilities	- 33,045	- 27,977	- 23,818
Dividend paid to shareholders	- 64,819	-	- 66,999
Net cash used from / (in) financing activities	- 123,487	- 8,052	- 237,882
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	- 64,996	439,477	62,423
Net cash and cash equivalents (including bank overdrafts) as at 1 January ²	814,992	369,799	307,877
Net increase / (decrease) in cash and cash equivalents (including bank overdrafts) ³	- 64,996	439,744	62,423
Currency translation differences	- 472	5,449	- 501
MOVEMENT IN NET CASH AND CASH EQUIVALENTS	- 65,468	445,193	61,922
NET CASH AND CASH EQUIVALENTS (INCLUDING BANK OVERDRAFTS) AS AT 31 DECEMBER⁴	749,524	814,992	369,799

Notes:

¹ Referred to in the consolidated financial statements for the financial years ended 31 December 2020 and 2019 as "Results from disposals".

² Referred to in the consolidated financial statements for the financial years ended 31 December 2020 and 2019 as "Net cash and cash equivalents as at 1 January".

³ Referred to in the consolidated financial statements for the financial years ended 31 December 2020 and 2019 as "Net increase / (decrease) in cash and cash equivalents".

⁴ Referred to in the consolidated financial statements for the financial years ended 31 December 2020 and 2019 as "Net cash and cash equivalents as at 31 December".

12.6 Financial statements for the financial year 2021 including independent auditor's report

On the next pages, a copy of Boskalis' financial statements for the financial year 2021 and the independent auditor's report thereon is included. Boskalis has not given its consent to include this information in this Offer Memorandum. Boskalis' full annual report 2021 is available on the website of Boskalis (www.boskalis.com).

BOSKALIS FINANCIAL STATEMENTS 2021

TABLE OF CONTENTS

Consolidated Statement of Profit or Loss	80
Consolidated Statement of Other Comprehensive Income	81
Consolidated Statement of Financial Position	82
Consolidated Statement of Cash Flows	84
Consolidated Statement of Changes in Equity	85
Explanatory notes to the Consolidated Financial Statements	87
1. General	87
2. Compliance with International Financial Reporting Standards	87
2.1 Compliance statement	87
2.2 Unchanged standards	87
2.3 New interpretations adopted	87
2.4 New interpretations not yet adopted	87
3. Principles of Financial Reporting	87
3.1 Format and valuation	87
3.2 Consolidation	88
3.3 Foreign currencies	89
3.4 Financial Instruments	89
3.5 Useful life of non-current assets	90
3.6 Impairment	90
3.7 Intangible assets	90
3.8 Property, plant and equipment	91
3.9 Joint ventures and associates	91
3.10 Non-current financial assets	91
3.11 Financial instruments available for sale	91
3.12 Inventories	91
3.13 Unbilled and deferred revenue	91
3.14 Trade and other receivables	91
3.15 Cash and cash equivalents	91
3.16 Share capital	92
3.17 Interest-bearing borrowings	92
3.18 Employee benefits	92
3.19 Provisions	92
3.20 Leases	93
3.21 Trade and other payables	93
3.22 Assets held for sale	93
3.23 Revenue	93
3.24 Other income and other expenses	94
3.25 Raw materials, consumables, services and contracted work	94
3.26 Personnel expenses	94
3.27 Finance income and expenses	94
3.28 Share in result of joint ventures and associates	94
3.29 Taxation, deferred income tax assets and liabilities	94
3.30 Earnings per share	95
3.31 Dividend	95
3.32 Determination of fair value	95
3.33 Consolidated statement of cash flows	95
4. Segment reporting	96
5. Business combinations and other significant transactions	98
5.1 Sale of interest in partnership keppel smit towage pte ltd and maju maritime pte ltd	98
5.2 Business combinations in prior year	98
6. Revenue	99
7. Other income and other expenses	99
8. Raw materials, consumables, services and subcontracted work	100
9. Personnel expenses	100
10. Impairment charges	100
11. Finance income and expenses	100
12. Income tax expenses	101
13. Income tax receivable and payable	102
14. Deferred income tax assets and liabilities	102

15.	Intangible assets	105
15.1	Goodwill	105
15.2	Other intangible assets	106
16.	Property, plant and equipment	106
17.	Joint ventures and associates	107
18.	Non-current financial assets	109
18.1	Other non-current receivables	109
19.	Inventories	109
20.	Unbilled and deferred Revenue	109
21.	Trade and other receivables	110
22.	Cash and cash equivalents	110
23.	Group equity	111
23.1	Issued capital	111
23.2	Share premium reserve	111
23.3	Dividend	111
23.4	Earnings per share	111
23.5	Other reserves	112
23.6	Retained earnings	113
24.	Interest-bearing borrowings	114
25.	Employee benefits	115
25.1	Defined benefit pension plans	115
25.2	Defined contribution pension plans	117
26.	Provisions	118
27.	Leases	119
27.1	Right-of-use assets	119
27.2	Lease liabilities	119
28.	Trade and other payables	120
29.	Financial instruments	120
29.1	Financial risk management	120
29.2	On-balance financial instruments and fair value	126
29.3	Capital management	128
29.4	Other financial instruments	128
30.	Commitments and contingent liabilities	129
31.	Related parties	130
31.1	Identity of related parties	130
31.2	Related party transactions	132
31.3	Joint operations	134
	Company Statement of Profit or Loss	136
	Company Statement of Financial Position	136
	Statement of Changes in Shareholders' Equity	137
	Explanatory notes to the Company Financial Statements	138
1.	General	138
2.	Principles of financial reporting	138
2.1	Accounting policies	138
2.2	Format	138
2.3	Investments in group companies	138
2.4	Amounts due from group companies	138
2.5	Amounts due to group companies	138
2.6	Result of group company	138
3.	Investments in group companies	138
4.	Issued capital and optional dividend	139
5.	Other reserves	139
6.	Profit or loss for the year	139
7.	Financial instruments	139
8.	Operating income and expenses	140
9.	Remuneration of the members of the Board of Management and Members of the Supervisory Board	140
10.	Auditor remuneration	140
11.	Commitments and contingent liabilities	140
	Provisions in the articles of association relating to profit appropriation	141
	Independent auditor's report	142

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(Consolidated Income Statement)

(in thousands of EUR)		2021	2020
OPERATING INCOME			
Revenue	[6]	2,956,778	2,524,911
Other income	[7]	9,280	16,995
		2,966,058	2,541,906
OPERATING EXPENSES			
Raw materials, consumables, services and subcontracted work	[8]	- 2,020,746	- 1,695,439
Personnel expenses	[9]	- 510,158	- 471,942
Depreciation and amortization	[15/16/27.1]	- 263,670	- 264,487
Impairment charges	[10]	-	- 157,475
Other expenses	[7]	- 12,040	- 261
		- 2,806,614	- 2,589,604
Share in result of joint ventures and associates	[17]	39,144	- 7,877
RESULTS FROM OPERATING ACTIVITIES (EBIT)		198,588	- 55,575
FINANCE INCOME AND EXPENSES			
Finance income	[11]	438	369
Interest and other finance expenses	[11/27.2]	- 16,496	- 15,257
		- 16,058	- 14,888
PROFIT/LOSS (-) BEFORE TAXATION		182,530	- 70,463
Income tax expenses	[12]	- 34,131	- 26,216
NET GROUP PROFIT/LOSS (-)		148,399	- 96,679
NET GROUP PROFIT/LOSS (-) ATTRIBUTABLE TO:			
Shareholders		150,846	- 96,523
Non-controlling interests		- 2,447	- 156
		148,399	- 96,679
Weighted average number of shares	[23.4]	129,591,935	130,954,242
Earnings per share (basic and diluted)	[23.4]	EUR 1.16	EUR - 0.74

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

(Consolidated Statement of Recognized and Unrecognized Income and Expenses)

(in thousands of EUR)	Note	2021	2020
Net Group profit/loss (-)		148,399	- 96,679
ITEMS THAT WILL NOT BE SUBSEQUENTLY RECLASSIFIED TO THE STATEMENT OF PROFIT OR LOSS			
Actuarial gains and losses on defined benefit pension plans	[25.1]	2,369	- 3,005
Income tax on unrecognized income and expenses not to be reclassified to statement of profit or loss (-)	[14]	- 742	1,330
Total unrecognized income and expenses for the period that will not be reclassified to statement of profit or loss (-), net of income tax		1,627	- 1,675
ITEMS THAT ARE OR MAY BE SUBSEQUENTLY RECLASSIFIED TO THE STATEMENT OF PROFIT OR LOSS			
Currency translation differences from joint ventures and associates, after tax	[17]	- 1,001	- 1,276
Currency translation differences on foreign operations		50,472	- 64,625
Movement in fair value of cash flow hedges	[29.2]	4,480	- 7,091
Change in fair value of cash flow hedges from joint ventures and associates, after taxation	[29.2]	3,530	- 3,762
Income tax on unrecognized income and expenses that are or may be reclassified subsequently to statement of profit or loss	[14]	- 497	70
Total unrecognized income and expenses for the period which are or may be reclassified to statement of profit or loss (-)		56,984	- 76,684
UNRECOGNIZED INCOME AND EXPENSES FOR THE REPORTING PERIOD, AFTER INCOME TAX		58,611	- 78,359
TOTAL RECOGNIZED AND UNRECOGNIZED INCOME AND EXPENSES FOR THE REPORTING PERIOD		207,010	- 175,038
ATTRIBUTABLE TO:			
Shareholders		209,408	- 174,800
Non-controlling interests		- 2,398	- 238
TOTAL RECOGNIZED AND UNRECOGNIZED INCOME AND EXPENSES FOR THE REPORTING PERIOD		207,010	- 175,038

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Consolidated Balance Sheet)

ASSETS

		31 DECEMBER	
(in thousands of EUR)	Note	2021	2020
NON-CURRENT ASSETS			
Intangible assets	[15]	176,597	172,773
Property, plant and equipment	[16]	2,609,043	2,361,642
Right-of-use assets	[27]	140,285	115,005
Joint ventures and associates	[17]	206,350	208,466
Non-current financial assets	[18]	2,705	2,922
Derivatives	[29.2]	-	518
Deferred income tax assets	[14]	13,868	12,380
		3,148,848	2,873,706
CURRENT ASSETS			
Inventories	[19]	110,560	91,130
Unbilled revenue	[20]	269,685	206,670
Trade and other receivables	[21]	635,805	509,930
Derivatives	[29.2]	7,508	6,618
Income tax receivable	[13]	21,959	15,190
Cash and cash equivalents	[22]	762,924	824,547
Assets held for sale	[5]	55,518	-
		1,863,959	1,654,085
TOTAL ASSETS		5,012,807	4,527,791

EQUITY AND LIABILITIES

		31 DECEMBER	
(in thousands of EUR)	Note	2021	2020
GROUP EQUITY			
Issued capital	[23.1]	1,303	1,303
Share premium reserve	[23.2]	637,019	637,019
Other reserves	[23.5]	297,398	300,097
Retained earnings	[23.4]	1,468,307	1,344,796
SHAREHOLDERS' EQUITY		2,404,027	2,283,215
NON-CONTROLLING INTERESTS		585	2,983
TOTAL GROUP EQUITY		2,404,612	2,286,198
LIABILITIES			
NON-CURRENT LIABILITIES			
Interest-bearing borrowings	[24]	388,864	363,831
Employee benefits	[25]	47,058	50,191
Deferred income tax liabilities	[14]	3,495	2,690
Provisions	[26]	62,351	38,986
Lease liabilities	[27]	114,710	92,522
Derivatives	[29.2]	47	661
		616,525	548,881
CURRENT LIABILITIES			
Deferred revenue	[20]	451,712	357,510
Interest-bearing borrowings	[24]	10,190	12,596
Bank overdrafts	[22]	13,400	9,555
Income tax payable	[13]	139,308	146,043
Trade and other payables	[28]	1,290,733	1,101,265
Provisions	[26]	46,889	28,185
Lease liabilities	[27]	33,094	28,426
Derivatives	[29.2]	6,344	9,132
		1,991,670	1,692,712
TOTAL LIABILITIES		2,608,195	2,241,593
TOTAL GROUP EQUITY AND LIABILITIES		5,012,807	4,527,791

CONSOLIDATED STATEMENT OF CASH FLOWS

(in thousands of EUR)	Note	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Group profit / loss (-)		148,399	- 96,679
	[10/15/16/27.1]		
Depreciation, amortization and impairment charges		263,670	421,962
Cash flow		412,069	325,283
Adjustments for:			
Finance income and expenses	[11]	16,058	14,888
Income tax expenses	[12]	34,131	26,216
Results from disposals and divestments	[7]	- 5,240	- 8,546
Movement in provisions and employee benefits		40,335	- 27,121
Movement in inventories		- 21,787	11,356
Movement in trade and other receivables		- 141,143	178,164
Movement in trade and other payables		137,475	77,638
Movement unbilled and deferred revenue		27,404	107,918
Share in result of joint ventures and associates, including share in impairment charges	[17]	- 39,144	7,877
Gain on acquisitions	[5]	-	- 7,569
Cash generated from operating activities		460,158	706,104
Dividends received	[17]	2,233	20,446
Interest received	[11]	438	369
Interest paid		- 12,268	- 11,970
Income tax paid		- 43,273	- 16,893
Net cash from operating activities		407,288	698,056
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment, excluding capitalized borrowing costs	[16]	- 370,693	- 225,624
Proceeds from disposals of property, plant and equipment		21,833	17,355
Investment in business combinations, net of cash acquired	[5]	-	- 43,183
Repayment of loans or share premium by joint ventures and / or associates	[17]	63	1,192
Net cash used from / (in) investing activities		- 348,797	- 250,260
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from interest-bearing borrowings	[24]	15,020	508,411
Repayment of interest-bearing borrowings	[24]	- 12,932	- 453,648
Transaction costs paid related to new finance agreement	[24]	-	- 5,435
Purchase of own shares	[23.1]	- 27,711	- 29,403
Payment of lease liabilities	[27.2]	- 33,045	- 27,977
Dividend paid to shareholders	[23.3]	- 64,819	-
Net cash used from / (in) financing activities		- 123,487	- 8,052
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS			
		- 64,996	439,744
Net cash and cash equivalents (including bank overdrafts) as at 1 January	[22]	814,992	369,799
Net increase / (decrease) in cash and cash equivalents (including bank overdrafts)		- 64,996	439,744
Currency translation differences		- 472	5,449
MOVEMENT IN NET CASH AND CASH EQUIVALENTS			
		- 65,468	445,193
NET CASH AND CASH EQUIVALENTS (INCLUDING BANK OVERDRAFTS) AS AT 31 DECEMBER	[22]	749,524	814,992

The notes on pages 87 to 135 are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(in thousands of EUR)	ISSUED CAPITAL	SHARE PREMIUM	OTHER RESERVES	RETAINED EARNINGS	TOTAL	NON- CONTROLLING INTERESTS	TOTAL GROUP EQUITY
<i>Note</i>	[23.1]	[23.2]	[23.5]	[23.6]			
Balance as at 1 January 2021	1,303	637,019	300,097	1,344,796	2,283,215	2,983	2,286,198
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD							
<i>Net Group profit/loss (€)</i>				150,846	150,846	- 2,447	148,399
Other comprehensive income for the period							
Defined benefit plan actuarial gains/losses (€), after income tax			1,627	-	1,627	-	1,627
Foreign currency translation differences for foreign operations, after income tax			50,423	-	50,423	49	50,472
Effective cash flow hedges, after income taxation			3,983	-	3,983	-	3,983
Change in fair value of cash flow hedges from joint ventures and associates, after taxation			3,530	-	3,530	-	3,530
Currency translation differences from joint ventures and associates, after tax			- 1,001	-	- 1,001	-	- 1,001
<i>Total other comprehensive income for the period</i>			58,562	-	58,562	49	58,611
Total comprehensive income for the period			58,562	150,846	209,408	- 2,398	207,010
OTHER RESERVES							
Changes in other reserves			- 61,261	61,261	-	-	-
Transactions with shareholders, recognized directly in equity							
Purchase own ordinary shares	-	-	-	- 23,777	- 23,777	-	- 23,777
Distributions to shareholders							
Cash dividend	-	-	-	- 64,819	- 64,819	-	- 64,819
Balance as at 31 December 2021	1,303	637,019	297,398	1,468,307	2,404,027	585	2,404,612

(in thousands of EUR)	ISSUED CAPITAL	SHARE PREMIUM	OTHER RESERVES	RETAINED EARNINGS	TOTAL	NON- CONTROLLING INTERESTS	TOTAL GROUP EQUITY
Note	[23.1]	[23.2]	[23.5]	[23.6]			
Balance as at 1 January 2020	1,354	636,968	404,117	1,448,913	2,491,352	3,350	2,494,702
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD							
Net Group profit/loss (-)				- 96,523	- 96,523	- 156	- 96,679
Other comprehensive income for the period							
Defined benefit plan actuarial gains/losses (-), after income tax			- 1,675	-	- 1,675	-	- 1,675
Foreign currency translation differences for foreign operations, after income tax			- 64,370	-	- 64,370	- 82	- 64,452
Effective cash flow hedges, after income taxation			- 7,194	-	- 7,194	-	- 7,194
Change in fair value of cash flow hedges from joint ventures and associates, after taxation			- 3,762	-	- 3,762	-	- 3,762
Currency translation differences from joint ventures and associates, after tax			- 1,276	-	- 1,276	-	- 1,276
Total other comprehensive income for the period			- 78,277	-	- 78,277	- 82	- 78,359
Total comprehensive income for the period			- 78,277	- 96,523	- 174,800	- 238	- 175,038
OTHER RESERVES							
Changes in other reserves			- 25,743	25,743	-	-	-
Transactions with shareholders, recognized directly in equity							
Purchase own ordinary shares	-	-	-	- 33,337	- 33,337	-	- 33,337
Cancellation of issued own ordinary shares	- 51	51	-	-	-	-	-
Movements in interests in subsidiaries							
Transactions with minority interests	-	-	-	-	-	- 129	- 129
Balance as at 31 December 2020	1,303	637,019	300,097	1,344,796	2,283,215	2,983	2,286,198

EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL

Royal Boskalis Westminster N.V. is a leading global services provider operating in the dredging, dry and maritime infrastructure and maritime services sectors. Royal Boskalis Westminster N.V. (the 'Company') has its registered office in Sliedrecht, the Netherlands, and its head office is located at Rosmolenweg 20, 3356 LK in Papendrecht, the Netherlands. The Company is registered at the Chamber of Commerce under number 23008599 and is a publicly listed company on the Euronext Amsterdam.

The consolidated financial statements of Royal Boskalis Westminster N.V. for 2021 include the Company and group companies (hereinafter referred to jointly as the 'Group' and individually as the 'Group companies') and the interests of the Group in associates and entities over which it has joint control. The consolidated financial statements were prepared by the Board of Management and were signed on 9 March 2022. The financial statements for 2021 will be submitted for approval to the Annual General Meeting of Shareholders on 12 May 2022.

2. COMPLIANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS

2.1 COMPLIANCE STATEMENT

The consolidated financial statements and the accompanying explanatory notes have been prepared in accordance with International Financial Reporting Standards, as adopted by the European Union (EU-IFRS), and with Part 9 of Book 2 of the Dutch Civil Code.

2.2 UNCHANGED STANDARDS

The accounting principles applied to the valuation of assets and liabilities and the determination of results are the same as the valuation principles applied to consolidated financial statements in prior years. There are no new standards, amendment to standards or interpretations with an important consequence for the Group adopted in the consolidated financial statements.

2.3 NEW INTERPRETATIONS ADOPTED

In July 2021 the European Union endorsed the amended IAS 16 'Property, Plant and Equipment' and IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' amongst minor changes in other standards. These changes will be applied as from the consolidated financial statements 2022.

Based on the current insight the IAS 16 and minor changes in other standards do not have a material effect on the Company's financial statements 2022 and succeeding years. The IAS 37 change will affect a limited number of contracts of the service activities within the Offshore Energy division of which the allocation, over accounting periods, of the (positive)

contribution to the results of the Group will be changed. The application of these changes is expected not to have a material impact on the future results of the Group; as per 1 January 2022 the shareholders' equity will be EUR 5 million lower.

2.4 NEW INTERPRETATIONS NOT YET ADOPTED

IAS 1 'Presentation of Financial Statements', IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' and IAS 12 'Income Taxes' were amended. These changes need to be applied in 2023 at the latest. The Company is analyzing the impact of these changes. These amendments and application dates have yet to be endorsed by the European Union.

3. PRINCIPLES OF FINANCIAL REPORTING

The principles of financial reporting subsequently disclosed are applied consistently for all periods included in these consolidated financial statements. The principles of financial reporting have been applied consistently by the Group companies.

3.1 FORMAT AND VALUATION

The consolidated financial statements are presented in euros (EUR), the Group's presentation currency. The consolidated financial statements are based upon historical cost to the extent that IFRS does not prescribe another accounting method for specific items. For comparison purposes a limited number of comparative figures that are disclosed in the notes have been adjusted. Preparing financial statements means that estimates and assumptions made by management partially determine the amounts recognized under assets, liabilities, revenue and costs. The estimates and assumptions are mainly related to the measurement of intangible assets (including goodwill), property, plant and equipment, joint ventures and associates, expected results on the completion of projects, pension liabilities, taxation, provisions and financial instruments. Judgements made by management within the application of IFRS which have a material effect on the financial statements are the qualifications of investments as Group companies, joint operations, joint ventures or associates. Details are incorporated in the explanatory notes to these items. Other than the elements already explained in the explanatory notes to the financial statements, no critical valuation judgements relating to the application of the principles need further explanation. The estimates made and the related assumptions are based on management's experience and understanding and the development of external factors that can be considered reasonable under the given circumstances. Estimates and assumptions are subject to alterations as a result of changes in facts and insights and may have different outcomes in different reporting periods. Any differences are recognized in the Statement of Financial

Position, or the Statement of Profit or Loss, or the Statement of Other Comprehensive Income, depending on the nature of the item. Actual results may deviate from results reported previously on the basis of estimates and assumptions. Unless stated otherwise, all amounts in the notes to these financial statements are stated in thousands of euros.

3.2 CONSOLIDATION

The Group consolidates companies over which control is exercised when the Group is exposed or has the right to variable returns from its involvement with the investee and has the ability to affect such returns. Subsidiaries are included in the consolidation for 100%, taking into account any minority interests. For joint operations the Group accounts for its specific rights and obligations. Joint ventures and associates are accounted for using the equity method.

3.2.1 SUBSIDIARIES

Subsidiaries are included in the consolidation for 100% on the basis of existing control, taking into account any minority interests. The figures of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Control exists if the Group has:

- the ability to direct relevant activities through its voting power;
- the right to variable returns from its involvement with the investee; and
- the ability to use its power to affect such returns.

In assessing whether the Group has acquired control, and whether such control exists in the sense that it has power over the investee, the Group takes into consideration voting rights, or similar rights in an entity, potential voting rights that are currently exercisable, and all other relevant facts and circumstances.

If and when the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, any non-controlling interests and any components of equity related to the subsidiary. Any resulting gain or loss is recognized in the statement of profit or loss. If the Group retains any stake in the former subsidiary, then such interest is measured at fair value at the date that control is lost.

3.2.2 JOINT OPERATIONS

If the Group has joint control over and is entitled to the rights to the assets and is liable for the liabilities of the partnership, the partnership is classified as a joint operation. Such joint control has been laid down in a contract and strategic decisions on financial and operational policy are taken by unanimous agreement. Joint operations mainly relate to project driven construction consortiums.

Joint operations are included in the consolidated financial statements on a pro rata basis in accordance with the participation interest of the Group in the joint operation, also referred to as proportionate consolidation.

3.2.3 JOINT VENTURES AND ASSOCIATES

The Group divides strategic investments into joint ventures and associates based on the type and degree of influence.

Joint ventures are those entities over which the Group has joint control. Such joint control is laid down in a contract and strategic decisions on financial and operational policy are taken by unanimous agreement. The Group is only entitled to the net assets of the joint ventures.

Shareholdings other than subsidiaries and joint ventures, where there is significant influence on the financial and operating policy, are recognized under associates. Significant influence is presumed to exist when the Group holds 20 percent or more of the voting power of another entity.

The consolidated financial statements include the Group's share in the result of associates, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date it ceases to exist (see note 3.9).

If the ownership in a joint venture or associates is reduced, but joint control or significant influence is retained, dilution gains and losses arising from joint ventures and associates are recognized in the statement of profit or loss and only a proportionate share of the amount previously recognized in the statement of other comprehensive income is recycled to the consolidated statement of profit or loss, where appropriate.

If the Group loses significant influence over or joint control of an investment, it derecognizes the carrying amount of that investment (including any goodwill included in the carrying amount) and recognizes any resulting gain or loss, including the recycling of amounts previously recognized in the statement of other comprehensive income, from this event in the consolidated statement of profit or loss. Any investment retained is recognized at fair value.

3.2.4 ELIMINATION OF TRANSACTION UPON CONSOLIDATION

Intragroup receivables and payables, as well as intragroup transactions, finance income and expenses and unrealized results within the Group are eliminated in the preparation of the consolidated financial statements. The Group recognizes its share in the results on transactions that transfer assets and liabilities between the Company and its investments or between its investments, to the extent these are considered realized as transactions with third parties and its joint venture partners, using proportionate elimination.

3.2.5 BUSINESS COMBINATIONS AND ACQUISITIONS OF NON-CONTROLLING INTERESTS

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognized amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree (refer also to note 3.9); less
- the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

If the excess is negative (gain on acquisition), the Group reassesses the correctness and completeness of the identified assets acquired and liabilities assumed, and the appropriateness of underlying assumptions and measurement approaches applied for valuation purposes. After such reassessment, the determined gain on a bargain purchase is immediately recognized in the statement of profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are recognized in the statement of profit or loss. Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

A newly acquired non-controlling interest is valued at either the fair value or the proportionate share of the fair value of the acquired asset and liabilities, determined per transaction.

Accounting for acquisitions of non-controlling interests

Acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognized as a result of such transactions.

3.3 FOREIGN CURRENCIES

The assets and liabilities of foreign Group companies and joint operations that are denominated in functional currencies other than the euro are translated at the exchange rates as at the end of the reporting period. The statement of profit or loss items of the foreign Group companies and joint operations concerned have been translated at average exchange rates. Resulting currency translation differences are added or charged directly to the currency translation reserve in group equity. Exchange rate differences as a result of operational transactions are included in the Consolidated Statement of Profit or Loss for the reporting period.

At the end of each reporting period monetary items denominated in foreign currencies are translated at the rates prevailing at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortized cost in foreign currency translated at the exchange rate at the end of the year. Non-monetary items that are

measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences on non-current receivables, loans and other borrowings are recognized as finance income and expenses with the exception of differences resulting from financial instruments assigned to a hedged position (see section 3.4.3).

Joint ventures and associates with a functional currency other than the presentation currency of the Group are translated according to the aforementioned method, taking into account that assets and liabilities of these interests are not consolidated.

3.4 FINANCIAL INSTRUMENTS

3.4.1 CLASSIFICATION OF FINANCIAL INSTRUMENTS

The classification of financial assets is based on the nature and purpose of the financial asset in relation to the Groups' business activities. Financial assets, amongst other trade receivables, that arise from the Groups' business operations are held to receive the contractual cash flows. These assets are measured at amortized costs less any allowance for impairment of financial instruments. Except for derivatives, financial liabilities are measured at amortized cost. Derivatives are measured at fair value with measurement changes through profit or loss, with the exception of hedges (derivatives assigned to a hedged position) for which fair value changes are included in the cash flow hedge reserve. The Group uses derivatives to mitigate risks and assigns them to hedged positions.

3.4.2 DERIVATIVES AND CASH FLOW HEDGING

It is the policy of the Group to use cash flow hedges to cover all operational currency risks, which mainly relate to future cash flows from contracts which are denominated in currencies other than the relevant functional currency, if it is highly probable that such cash flows will be realized. Fuel price risks and interest rate risks relating to future cash flows can be hedged from time to time using specific derivatives.

Hedge accounting is applied to the majority of cash flow hedges as follows. On initial designation of the hedge the Group documents the relationship between the hedging instrument(s) and hedged item(s), including amongst other the risk management objectives, hedge strategy and the methods that will be used to assess the effectiveness of the hedge. The Group makes an assessment, both at the inception of the hedge relationship and on an ongoing basis, of the economic relationship between the hedging instruments and the underlying risk. For a cash flow hedge of a forecast transaction, the transaction should be deemed highly probable to occur and present an exposure to cash flow variations that could ultimately affect reported net income.

The application of hedge accounting means that movements in the market value of cash flow hedges not yet settled – including results realized on the 'rolling forward' of existing hedges as a result of differences between the duration of the hedges concerned and the underlying cash flows – will be directly added or charged to the hedging reserve in group equity, taking into account the applicable taxation. If a cash

flow hedge expires, is closed or settled, or if the hedge relationship with the underlying cash flows can no longer be considered effective, the accumulated result will continue to be recognized in group equity as long as the underlying cash flow is still expected to take place. If and when the underlying cash flow actually takes place, the accumulated result is included directly in the Statement of Profit or Loss. Movements in the market value of cash flow hedges to which no hedge accounting is applied (ineffective cash flow hedges and the ineffective portion of effective cash flow hedges) are included in the Statement of Profit or Loss for the reporting period. Results from settled cash flow hedges and movements in the market value of ineffective cash flow hedges insofar these relate to non-current receivables, loans and other borrowings are recognized as finance income and finance expenses and otherwise in the related items within operating result. The purchase or sale of financial instruments is generally recorded at transaction rate. Derivatives are stated at fair value; attributable transaction costs are recognized in the Statement of Profit or Loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value and changes therein are accounted for as described.

3.4.3 NET INVESTMENT HEDGING

Foreign currency differences on loans and other borrowings that are assigned to net investment hedging of Group companies that have a functional currency other than the euro are treated similarly to cash flow hedges. These translation differences are recognized in other comprehensive income and are accumulated in the currency translation reserve. A possible ineffective portion is included in the profit or loss. When the relevant Group company is disposed or sold the accompanying portion in the accumulated Currency Translation Reserve is reclassified to profit or loss.

3.5 USEFUL LIFE OF NON-CURRENT ASSETS

The useful life of a non-current asset is an estimation of the length of time the asset can reasonably be used to generate income and be of benefit to the company and that life depends on the asset's age, frequency of use, business environment and repair policy. Additional factors that are considered when estimating an asset's useful life include amongst other (anticipated) changes to technological, laws, economic, climate and the impact of the COVID-19 pandemic.

3.6 IMPAIRMENT

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If an indication of impairment exists, then the recoverable amount of the asset is estimated. Goodwill and intangible assets with an indefinite useful life are tested annually for impairment.

The recoverable amount of an asset or cash-generating unit (or group of units) is the higher of its value in use and its fair value less cost of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects the current market assessments, the time value of money and the risks specific to the asset or the cash-generating unit.

An impairment charge is recognized when the carrying amount of an asset or the cash generating unit to which it belongs exceeds its recoverable amount.

Impairment charges are recognized in the statement of profit or loss. Impairment charges recognized in respect of a cash generating unit are allocated first to reduce the carrying amount of any goodwill allocated to that cash-generating unit and, if applicable, subsequently to reduce the carrying amounts of the other assets of that cash-generating unit on a pro rata basis.

An impairment charge on goodwill is not reversed. For other assets an impairment charge is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment charge had been recognized.

For unbilled revenue and financial assets measured at amortized cost the Group recognizes a loss allowance based on the expected loss on unbilled revenue and on receivables. The Group assesses unbilled revenue, the aging of the receivables and specific information to establish a provision matrix that is adjusted if necessary for specific forward-looking information about the receivables and the economic environment. The Group applies the simplified method to determine its loss allowance for current trade receivables and unbilled revenue.

In the event that objective evidence for impairment of a joint venture or an associate exists, the Group determines the recoverable amount. An impairment charge is measured by comparing the recoverable amount of the investment with the carrying amount. An impairment charge is recognized in the Statement of Profit or Loss and is reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

3.7 INTANGIBLE ASSETS

Goodwill arises upon acquiring Group companies and joint operations and is calculated as the difference between the acquisition price and the fair value of the assets acquired and liabilities assumed, according to the accounting principles of the Company. Goodwill is allocated to the relevant cash-generating unit. These cash-generating units represent the lowest level within the Group at which goodwill is monitored for internal management purposes and not exceeding the level of the Group's operational segments. Goodwill and other intangible assets are presented net of accumulated amortization and accumulated impairment charges.

Goodwill and intangible assets with an indefinite useful life are not amortized, but are tested for impairment every year or in case of an indication of impairment (see note 3.6). In respect of joint ventures and associates, the carrying amount of goodwill is included in the carrying amount of the investment.

Other intangible assets acquired in a business combination are capitalized only when it is probable that future economic benefits embodied in an asset, will flow to the Group and the

cost of the asset can be reliably measured. Other intangible assets with a finite useful life are stated at cost less accumulated amortization and accumulated impairment charges.

Amortization of other intangible assets takes place over the remaining useful life. Amortization of the remaining trademarks that were valued at acquisition takes place based on a useful life of 10 years. Methods for determining amortization and useful life are reassessed at the end of each financial year and amended if necessary.

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is expensed as incurred.

3.8 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less accumulated depreciation calculated from the date of commissioning and accumulated impairment charges. The cost price is based on the purchase price and/or the internally generated cost based on directly attributable expenses. The depreciation, taking into account an assumed residual value, is calculated over the estimated remaining useful lives assigned to the various categories of assets. Modifications and capacity enhancing investments are also capitalized at cost and amortized over the remaining life of the asset. Property, plant and equipment under construction are included in the Statement of Financial Position on the basis of instalments paid, including interest during construction. In the event that property, plant and equipment consists of components with different useful lives, such components are accounted for as separate items.

Buildings are depreciated over periods ranging from 10 to 30 years. The depreciation periods for components of the majority of the floating and other construction materials range from 5 to 30 years. Furniture and other fixed assets are depreciated over a period between 3 and 10 years. Land is not depreciated. The wear of dredging equipment is highly dependent on unpredictable project-specific combinations of soil conditions, material to be processed, maritime circumstances, and the intensity of the deployment of the equipment. As a result of these erratic and time-independent patterns, the maintenance and repair expenses to keep the assets in their operational condition are charged to the Statement of Profit or Loss.

Methods for determining depreciation, useful life and residual value are reassessed at the end of each financial year and amended if necessary.

3.9 JOINT VENTURES AND ASSOCIATES

Joint ventures and associates are initially recognized at cost including the goodwill determined at acquisition date. Subsequently joint ventures and associates are accounted for using the equity method, adjusted for differences with the accounting principles of the Group, less any accumulated impairment charges. If the Group's share of losses exceeds the carrying amount of the joint venture or associate, the carrying amount is reduced to zero and the recognition of further losses is discontinued except to the extent that the Group has

incurred legal or constructive obligations or made payments on behalf of the joint venture or associate. Joint ventures and associates also include the amounts invested by the Group in joint ventures and associates by means of interest-bearing loans.

3.10 NON-CURRENT FINANCIAL ASSETS

Non-current financial assets mainly comprise (other) non-current receivables which are carried at amortized cost. Accumulated impairment charges are deducted from the carrying amount.

3.11 FINANCIAL INSTRUMENTS AVAILABLE FOR SALE

Financial instruments available for sale, as regulated by IFRS 9 Financial Instruments, include equity investments (certificates on shares) and are recognized initially at fair value increased with transaction costs. After first recognition, financial instruments available for sale are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income. At derecognition or reclassification to associates, any cumulative unrealized result is recycled to and recognized in the statement of profit or loss. In case of impairment, the cumulative loss is reclassified from the other comprehensive income to the statement of profit or loss.

3.12 INVENTORIES

Inventories, which mainly consist of fuel, auxiliary materials and spare parts, are stated at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of disposal.

3.13 UNBILLED AND DEFERRED REVENUE

Unbilled revenue (an asset) or Deferred revenue (a liability) concerns the balance of revenue recognized on contracts (see note 3.23) less progress billings and advance payments. Whether this balance results in an asset or a liability is assessed at the individual contract level.

3.14 TRADE AND OTHER RECEIVABLES

Trade and other receivables are stated initially at fair value and subsequently at amortized cost less credit losses. Amortized cost is determined using the original effective interest rate. Trade and other receivables include prepayments (at historical cost), amongst other cost that are made to fulfil a contract for a customer. Such costs are capitalized and amortized over the lifetime of the contract.

3.15 CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash and bank balances, deposits with terms of no more than three months or that qualify as highly liquid investments that are readily convertible and which are subject to insignificant risks of change in value. The explanatory notes disclose the extent to which cash and cash equivalents are not freely available as a result of transfer restrictions, joint control or other legal restrictions. Bank overdrafts are included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

3.16 SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects. Transaction costs directly attributable to share buy backs are recognized as a deduction from equity, net of any tax effects.

3.17 INTEREST-BEARING BORROWINGS

Interest-bearing borrowings are liabilities mainly to financial institutions. At initial recognition, interest-bearing borrowings are stated at fair value less transaction costs. Subsequently, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the original effective interest rate.

3.18 EMPLOYEE BENEFITS

Defined contribution pension plans

A defined contribution pension plan is a post-employment benefit scheme under which the Group pays fixed contributions into a separate pension fund or an insurance company. The Group has no legal or constructive obligation to pay further amounts if the pension fund or insurance company has insufficient funds to pay employee benefits in connection with services rendered by the employee in the current period or prior periods. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense as part of the personnel expenses in the statement of profit or loss when they are owed. Prepaid contributions are recognized as an asset. Contributions to a defined contribution pension plan payable more than 12 months after the period during which the employee rendered the services, are discounted.

Defined benefit pension plans

A defined benefit pension plan is every post-employment benefit plan other than a defined contribution plan. For each separate defined benefit pension plan, the net asset or liability is determined as the balance of the discounted value of the future payments to employees and former employees, less the fair value of plan assets. The calculations are done by qualified actuaries using the projected unit credit method. The discount rate equals the yield on high-quality corporate bonds as at the date of the statement of financial position, with the period to maturity of the bonds approximating the duration of the liability. If the calculation results in a positive balance for the group, the asset is included up to an amount equal to any unrecognized past service pension costs and the discounted value of economic benefits in the form of possible future refunds or lower future pension premiums from the fund. In calculating the discounted value of economic benefits, the lowest possible financing obligations are taken into account as applicable to the individual plans in force within the Group. An economic benefit is receivable by the Group if it can be realized within the period to maturity of the plan or upon settlement of the scheme's obligations. Actuarial gains and losses, including any movements in limits on net pension assets, are recognized in the unrecognized results within the statement of other comprehensive income. If plan benefits are changed or if a plan is amended, past service costs or a resulting curtailment profit or loss is recognized directly in the statement of profit or loss. The Group recognizes profit or

losses on the settlement of defined benefit plans at the time of settlement.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed when the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee, and the obligation can be estimated reliably.

Other long-term employee benefits

Other long-term employee benefits mainly consist of jubilee benefits. The calculation of these liabilities is executed according to the 'projected unit credit' method, using the actuarial assumptions for the predominant defined benefit plan.

Remuneration plans

Members of the Board of Management and some senior employees participate in a bonus plan that is based on the development of the share price, whereby the bonus is distributed in cash. The fair value of the amount payable over the year is recognized as personnel expenses in the statement of profit or loss, with a corresponding increase in liabilities. The liability is remeasured each reporting date and at settlement date. Any changes in the fair value of the liability are recognized as personnel expenses in the statement of profit or loss.

Expenses regarding the remuneration of the Board of Management include the amounts paid, payable and accrued for annual salaries and remuneration, pension plans, short-term and long-term variable remunerations and other reimbursements. The short-term and long-term variable remuneration expenses of the Board of Management, include the charge that relates to the short-term variable part for targets for the reporting year and the charge for the long-term variable part for targets that, until the actual payment is determined by the Remuneration Committee, are based on the assumption that the performance of the Board of Management is on target. This charge also includes any changes to the amounts accrued in previous years.

3.19 PROVISIONS

Provisions are determined on the basis of estimates of future outflows of economic benefits relating to operational activities for legal or constructive obligations of an uncertain size or with an uncertain settlement date that arise from past events and for which a reliable estimate can be made. Provisions are discounted insofar as the difference between the discounted value and nominal value is material. If applicable, provisions relate, amongst other things, to reorganizations, warranties, onerous contracts, soil contamination, legal proceedings and received claims.

Provisions for reorganization costs are recognized when the Group has a detailed formal plan for the restructuring and has announced its main features to those affected by it at the date

of the Statement of Financial Position or when the execution of the plan has commenced.

Provisions for warranties are recognized based on the best estimate of the expected cash outflows or cost of repair to settle contractually agreed warranties during the defect notification period for completed projects. The carrying amount of these provisions is estimated based on common industry practice and the Group's experience with warranty claims for relevant projects.

A provision for onerous contracts, including contracts with customers, is recognized when the expected benefits to be derived by the Group from a contract are lower than the remaining unavoidable cost of meeting its obligations under the contract.

In accordance with the Group's policy and applicable legal requirements, a provision for site restoration in respect of contaminated land, and the related expenses, is recognized if the land is contaminated.

3.20 LEASES

For any new contracts the Group enters into as a lessee, the Group considers whether a contract is, or contains a lease. A lease is a contract that conveys the right to use an asset (the underlying asset) for a period of time in exchange for a consideration. At commencement date of the lease, the Group recognizes a right-of-use asset and a lease liability on the balance sheet.

Right-of-use assets

The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group revalues the right-of-use asset for remeasurements of the lease liability.

Real estate is depreciated over periods ranging from 1 to 36 years, vessels over periods ranging from 1 to 5 years and other right-of-use assets over periods ranging from 1 to 5 years.

Lease liability

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or an incremental borrowing rate as determined by the Group.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and

payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

Short-term lease and lease with a low value of the underlying asset

The payments of short-term leases (duration is equal to or less than 12 months) and leases of low-value underlying assets (equal to or less than USD 5,000) are expensed in profit or loss on a straight-line basis over the lease term. Instead of recognizing a right-of-use asset and lease liability.

3.21 TRADE AND OTHER PAYABLES

Trade and other payables are recognized initially at fair value and subsequently at (amortized) cost. If the difference between the discounted and nominal value is not material, trade and other payables are stated at cost.

3.22 ASSETS HELD FOR SALE

Assets are classified as held for sale (disposal group) when it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Liabilities related to the assets held for sale are separately recognized as liabilities held for sale. Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortized or depreciated. For a joint venture or associate held for sale, the use of the equity method is discontinued.

3.23 REVENUE

The Group has contracting activities in all three of its operational segments. Almost all activities are based on contracts with customers. These activities include construction projects and the execution of service-related contracts. The duration of the construction projects varies from approximately one month to several years. Service-related contracts also vary in duration, mostly from several days to more than a year, in the latter case due to a combination of multiple transports in a single contract. Contracts are agreements under which the Group and the customer have mutually enforceable rights and obligations. A combination of contracts rarely occurs but contract modifications, such as those related to additional work, are common. Additional work included in the recognition of revenue is based on mutually agreed contract modifications. In most cases such modifications or extended services are not distinct and therefore form part of a single performance obligation that is partially completed at the time of the contract modification. Most often the contracts contain only one performance obligation. Performance obligations are the asset to be constructed for the customer or the service that is to be rendered. Revenue recognized is based on contract considerations, including fixed prices and variable prices as well as indexation of raw materials and other costs, possible claims, incentives or liquidated damages. If there is a right to variable remuneration, such as incentive agreements, this is taken into account to the extent that it is highly unlikely that it will be reversed at a later date. Revenue is recognized over

time when the customer simultaneously receives and consumes the benefits provided through the Group's performance or when the Group creates or enhances an asset that the customer controls.

Revenue from the contracting of projects in the Dredging & Inland Infra and Offshore Energy operational segments, excluding marine transport and other offshore related services, is recognized based on the progress of the project, mainly using the 'cost-to-cost' method. This method, as applied, adequately reflects the extent of the work performed for heterogeneous services for different projects in the period and includes the considerable use of equipment inherent to the Group's activities. The 'cost-to-cost' formula, using (actual) costs as the numerator and estimated total costs as the denominator, includes project costs consisting of payroll costs, materials, costs of subcontracted work, costs of local representatives, rental charges and maintenance costs for the equipment used and other project costs. The Group makes significant estimates and judgements for the projects that depend on the nature of specific project circumstances.

Revenue from the contracting of salvage projects (part of the operational segment Towage & Salvage) is recognized based on the progress of the project. For salvage projects completed at the date of the Statement of Financial Position but for which the proceeds are not finally determined between parties, revenue is recognized at expected proceeds, insofar it is highly unlikely that these will be reversed at a later date.

Revenue also includes revenue from services rendered to third parties during the reporting period. Such services include marine transport and other services of Offshore Energy. These services are charged to the customers at day rates or other rates and revenue is recognized/allocated, to a large extent, based on the number of sailing days of the vessel. The output measure relating to total sailing days is considered to be appropriate as sailing days are homogeneous.

In the event that the period between payment and the service provided, or the other way around, is less than one year, the Group does not adjust the contract consideration for finance components.

3.24 OTHER INCOME AND OTHER EXPENSES

Other income and Other expenses mainly consist of book results from disposals and divestments. If a business combination results in a gain on acquisition, this gain is also recognized in Other income.

3.25 RAW MATERIALS, CONSUMABLES, SERVICES AND CONTRACTED WORK

Raw materials, consumables, services and contracted work consist of the costs recognized for work performed during the reporting period, excluding personnel expenses, amortization, depreciation and impairments. This item also includes equipment utilization costs, costs of short-term, low value or variable (if applicable) lease expenses, general overhead costs, external costs for research and development where not capitalized, currency translation differences, fair value changes of derivatives related to hedging foreign currency cash flows of projects, and other results/late results.

3.26 PERSONNEL EXPENSES

Personnel expenses consist of wages and salaries for own personnel and the related social security charges and pension costs, including paid and accrued contributions for defined contribution pension plans and movements in assets and liabilities from defined benefit plans including curtailments and settlements, insofar as applicable, and excluding actuarial gains and losses and the limitations on net pension plan assets added or charged directly to group equity.

3.27 FINANCE INCOME AND EXPENSES

Finance income comprises interest received and receivable from third parties, currency gains on financing and compensating results of negative changes in the fair value of financial instruments used to hedge interest or currency results on the financing concerned (hedged item), for which the results of the hedged item are included in the finance income. Interest income is recognized in the statement of profit or loss as it accrues, using the effective interest rate method.

Finance expenses include interest paid and payable to third parties which are reported using the effective interest method, expenses resulting from early repayments, arrangement fees, currency losses on financing and results of positive changes in fair value of financial instruments used to hedge interest or currency results on the financing concerned (hedged item), for which the results of the hedged item are included in the finance expenses. The interest component of lease payments is recognized in the statement of profit or loss using the effective interest rate method.

Borrowing costs not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in the statement of profit or loss.

3.28 SHARE IN RESULT OF JOINT VENTURES AND ASSOCIATES

Share in result of joint ventures and associates comprises the share in the results after taxation of these investments (see note 3.2.3). It includes interest income resulting from capital invested in joint ventures and associates by means of interest-bearing loans.

3.29 TAXATION, DEFERRED INCOME TAX ASSETS AND LIABILITIES

Taxation is calculated on the basis of the result before taxation for the reporting period, taking into account the applicable tax provisions and tax rates, and also includes adjustments on taxation from prior reporting periods and movements in deferred taxes recognized in the reporting period. Taxation is included in the statement of profit or loss unless it relates to items recognized directly in equity, in which case taxation is included in equity. Income tax expenses also include the corporate income tax levied on deemed profit determined by revenue (withholding tax); these income taxes will be reduced if the redistribution facility is applied. Temporary differences are accounted for in deferred tax assets and/or deferred tax liabilities. Deferred tax assets are only recognized to the extent that it is probable that taxable profit will be available for realization in the foreseeable future. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax assets and liabilities are offset if there is

a legally enforceable right to do so, and if they relate to income taxes levied by the same tax authority on the same taxable entity or on different tax entities, but provided there is an intention to settle the tax liabilities and assets on a net basis or the tax assets and liabilities will be realized simultaneously. Deferred income tax assets and liabilities are recognized at nominal value. Additional (income) taxes that arise from the distribution of dividend are recognized at the same time that the liability to pay the related dividend is recognized.

Boskalis is exposed to tax risks which could result in double taxation, additional tax payments, penalties and interest payments. The source of these risks could originate from local tax rules and regulations as well as international and EU regulatory frameworks. These include transfer pricing risks on internal cross-border deliveries of services, tax risks related to acquisitions and divestments, tax risks related to permanent establishments, tax risks relating to tax losses, interest and tax credits carried forward and potential changes in tax law that could result in higher tax expenses and payments. With regard to these tax risks a liability is recognized if, as a result of a past event, Boskalis has an obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation.

3.30 EARNINGS PER SHARE

The Group discloses earnings per ordinary share as well as diluted earnings per ordinary share. Earnings per ordinary share are calculated based on the result attributable to the Group's shareholders divided by the calculated weighted average number of issued ordinary shares during the reporting period, taking into account any shares that have been issued or repurchased during the reporting period. In calculating the diluted earnings per share the result attributable to the Group's shareholders and the weighted average number of issued ordinary shares are adjusted for all potentially diluting effects on ordinary shares.

3.31 DIVIDEND

Dividends are recognized as a liability in the period in which they are declared.

3.32 DETERMINATION OF FAIR VALUE

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair value is determined for measurement and/or disclosure purposes based on the following methods:

Intangible assets

The fair value of other intangible assets recorded as a result of a business combination is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

Joint ventures and associates

Where relevant, the fair value of joint ventures and associates is determined or disclosed based on quoted prices or business valuations.

Property, plant and equipment

The fair value of property, plant and equipment recognized as a result of a business combination is based on market values. The market value of property is the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction, after proper marketing wherein each party acted knowledgeably, prudently and without compulsion.

Trade and other receivables

The fair value of trade and other receivables, other than due from customers, is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date.

Share-based payment transactions

The fair value is determined based on quoted prices.

Derivatives

The fair value of derivatives is based on the estimated amount to be paid or received for a settlement of the contract as at the reporting date taking into account the actual interest rate and the credit rating of the counterparty. The fair value is based on broker quotes tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date.

Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

Fair value hierarchy

Assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

3.33 CONSOLIDATED STATEMENT OF CASH FLOWS

The consolidated statement of cash flows is drawn up using the indirect method. Cash is defined as cash and cash equivalents including bank overdrafts as presented in the explanatory notes to the cash and cash equivalents. Cash flows are presented separately in the statement of cash flows as cash flows from operating activities, investing activities and financing activities. The cash flows in the statement of cash flows also included the cash flows, if any, related to disposal groups.

4. SEGMENT REPORTING

The Group recognizes three operational segments which comprise the divisions of the Group as described below. These divisions offer different products and services and are managed separately because they require different strategies. Each of the divisions reports on a quarterly basis, by means of internal management reporting to the Board of Management.

The following is a brief summary of the activities of the operational segments:

▪ Dredging & Inland Infra

Traditionally, dredging is the core activity of the Group. It involves all activities required to remove silt, sand and other layers from the seabed and river bed and in some cases using it elsewhere where possible, for example for coastal protection or land reclamation. The services provided also include the construction and maintenance of ports and waterways, and coastal defense and riverbank protection, as well as associated specialist services such as underwater rock fragmentation. In addition, the Group is active in the extraction of raw materials using dredging techniques and dry earthmoving. In the Netherlands, the Group also operates as a contractor of dry infrastructure projects. This involves the design, preparation (by means of dry earthmoving) and execution of large-scale civil infra works, such as the construction of roads and railroads, bridges, dams, viaducts and tunnels. These activities include performing specialist works such as soil improvement and land remediation.

▪ Offshore Energy

With the offshore contracting capabilities and services the Group supports activities of the international energy sector, including oil and gas companies and providers of renewable energy such as wind power. The Group is involved in the engineering, construction, maintenance and decommissioning of oil and LNG-import/export facilities, offshore platforms, pipelines and cables and offshore wind farms. In performing these activities the Group applies its expertise in the areas of heavy transport, lift and installation work, as well as diving and ROV services complemented with dredging, offshore pipeline installation, rock installation, offshore cable installation, marine activities and survey activities. The Group obtained control over Horizon in January 2020, from which time Horizon has been consolidated in this segment. Also, the Group acquired Rever Offshore's activities (Rever) in December 2020, from which time Rever has been part of this segment.

▪ Towage & Salvage

In ports and terminal locations around the world towage and terminal services are provided to ocean-going vessels through the joint ventures Keppel Smit Towage and Smit Lamnalco. Keppel Smit Towage offers assistance to incoming and outgoing vessels in various ports in the Asia-Pacific region. Boskalis and its joint venture partner Keppel have signed an agreement relating to the sale of Keppel Smit Towage and Maju Maritime and as from the fourth quarter of 2021 the interest in this partnership is classified as held for sale (see note 5.1). A full range of terminal services for the operation and management of onshore and offshore terminals is offered through Smit Lamnalco. These services include assistance with the berthing and unberthing of tankers at oil and LNG terminals as well as additional support services. With a combined fleet of over 200 vessels assistance is provided to, amongst others, oil and chemical tankers, LNG carriers, container ships, reefers, ro-ro vessels and mixed cargo ships around the world. SMIT Salvage provides marine salvage-related services and assistance to vessels in distress and is able to act at anytime and anywhere in the world. It is able to do so by operating out of four locations which are strategically situated in relation to the main international shipping routes: Houston, Cape Town, Rotterdam and Singapore. The removal of shipwrecks or damaged offshore platforms almost always takes place at locations where the wreck forms an obstruction to traffic or presents an environmental hazard.

▪ Segments

The operational segments are monitored based on the segment result (operating result) and EBITDA. The segment result and EBITDA are used to measure the performance of operational segments, both between segments and compared to other companies in the same industry. Inter-operational segment services, if any, take place on an arm's length basis. In the reporting period there were no material inter-operational segment services. For contracts executed in a joint operation of two segments, the segments only report their own share in revenue and the results recognized, resulting in no material related party transactions between segments that need to be eliminated. EBITDA is defined as being the segment result before depreciation, amortization impairment and other exceptional charges.

OPERATIONAL SEGMENTS

2021	DREDGING & INLAND INFRA	OFFSHORE ENERGY	TOWAGE & SALVAGE	HOLDING & ELIMINATIONS	GROUP
Revenue	1,583,347	1,266,887	133,673	- 27,129	2,956,778
EBITDA	211,096	222,916	64,884	- 36,638	462,258
Share in result of joint ventures and associates	2,159	7,578	29,338	69	39,144
Operating result (EBIT)	83,384	100,686	60,701	- 46,183	198,588
Non-allocated finance income and expenses					- 16,058
Non-allocated income tax expenses					- 34,131
Net Group profit / loss (-)					148,399
Carrying amount of joint ventures and associates	13,712	32,441	159,903	294	206,350
Investments in property, plant and equipment	84,993	319,075	919	2,655	407,642
Additions to right-of-use assets	20,972	35,074	78	2,078	58,202
Depreciation on property, plant and equipment and right-of-use assets	127,711	121,827	3,233	9,542	262,313
Amortization of intangible assets	-	407	950	-	1,357
2020	DREDGING & INLAND INFRA	OFFSHORE ENERGY	TOWAGE & SALVAGE	HOLDING & ELIMINATIONS	GROUP
Revenue	1,315,676	1,064,948	174,632	- 30,345	2,524,911
EBITDA	177,295	193,484	50,110	- 16,582	404,307
Share in result of joint ventures and associates	2,574	4,270	12,079	-	18,923
Operating result	53,203	66,293	45,595	- 25,271	139,820
Exceptional charges				- 195,395	- 195,395
EBIT					- 55,575
Non-allocated finance income and expenses					- 14,888
Non-allocated income tax expenses					- 26,216
Net Group profit / loss (-)					- 96,679
Carrying amount of joint ventures and associates	13,550	24,353	170,477	86	208,466
Investments in property, plant and equipment	111,385	119,006	1,388	8,845	240,624
Additions to right-of-use assets	16,059	5,137	37	2,928	24,161
Depreciation on property, plant and equipment and right-of-use assets	124,092	124,638	3,565	8,689	260,984
Amortization of intangible assets	-	2,553	950	-	3,503
Impairment charges on property, plant and equipment	19,697	33,154	-	-	52,851
Impairment charges on right-of-use assets	-	2,843	-	-	2,843
Impairment charges on intangible assets	-	5,582	-	-	5,582
Impairment charges on joint ventures and associates	-	39,665	56,534	-	96,199
Impairment charges within joint ventures	-	-	26,800	-	26,800

Exceptional items in 2020

Exceptional charges in the comparative figures 2020 of EUR 195.4 million include impairment charges (EUR 184.3 million, including impairment charges within joint ventures of EUR 26.8 million; see note 10), additions to provisions (EUR 17.3 million, including restructuring expenses of EUR 10.1 million) and a gain on acquisition regarding Rever Offshore (EUR 6.2 million; see note 5.2).

Reconciliation with IFRS

As required by IFRS, the information as presented above reconciles to the internal management information of the Board of Management. In measuring the financial performance of operational segments certain line items relating to exceptional items were presented differently in the internal management information than in these EU-IFRS Consolidated Financial Statements.

In the comparative figures 2020 in the EU-IFRS Consolidated Statement of Profit or Loss the Result from operating activities (EBIT) shows a loss of EUR 55.6 million, including impairment charges of EUR 157.5 million (see note 10). The impairment charges within joint ventures amounting to EUR 26.8 million in 2020 were presented as a result in joint ventures in EU-IFRS-financial statements, the provisions provided for EUR 17.3 million were recorded for EUR 7.2 million under Raw materials, consumables, services and subcontracted work and for EUR 10.1 million under Personnel expenses, the gain on acquisition of Rever Offshore amounted to EUR 6.2 million s recorded under the other income. In the table above these items are presented in the comparative figures as part of the exceptional charges.

EBITDA in the table above equals EBIT before depreciation, amortization, impairment and other exceptional charges. Group EBITDA as stated in the management information amounts to EUR 462.3 million (2020: EUR 404.3 million).

5. BUSINESS COMBINATIONS AND OTHER SIGNIFICANT TRANSACTIONS

5.1 SALE OF INTEREST IN PARTNERSHIP KEPPEL SMIT TOWAGE PTE LTD AND MAJU MARITIME PTE LTD

In November 2021 the Group and its joint venture partner Keppel have signed an agreement relating to the sale and purchase of their partnership relating to the harbour towage activities in Singapore and Malaysia to Rimorchiatori Mediterranei S.p.A. The agreement is subject to approval from the regulatory agencies in Singapore. In the fourth quarter of 2021 the interest in the partnership, previously reported under joint ventures and associates, is classified as assets held for sale. The assets held for sale, within the operational segment Towage & Salvage, are valued at the book value of EUR 56 million. Boskalis expects to receive approximately EUR 80 million in cash for its interest. As from classifying the partnership as assets held for sale, no further share in the results of the partnership will be recognized by the Group. As at 31 December 2021 the cumulative unrecognized comprehensive income and expenses relating to the assets held for sale amounts to a net income of EUR 16 million and consist of positive currency translation differences. The disposal of our interest in the partnership is, when effected, expected to result in a positive book result which will also include the net income resulting from the recycling to the income statement of the above mentioned currency translation differences.

5.2 BUSINESS COMBINATIONS IN PRIOR YEAR

On 23 December 2020 the Group obtained control of Rever Offshore's subsea activities (Rever) by acquiring 100% of the shares of four entities for an amount of EUR 22.5 million in cash. The acquisition resulted in a gain on acquisition of EUR 6.2 million.

On 27 January 2020 the Group obtained control of Horizon Group (Horizon) by acquiring the remaining 37.5% of the shares (2019: 62.5%) for an amount of EUR 45.4 million in cash. The revaluation to fair value of the existing stake in Horizon resulted in a gain of EUR 1.4 million in 2020. In the period between the acquisition and year-end 2020, the activities of Horizon have contributed EUR 75.8 million to revenue and EUR 11.8 million profit to the Group net result.

6. REVENUE

Revenue by region can be specified as follows:

	REVENUE	
	2021	2020
The Netherlands	578,547	581,256
Rest of Europe	1,136,495	893,183
Australia / Asia	718,275	456,828
Middle East	217,050	244,113
Africa	52,722	97,397
North and South America	253,689	252,134
	2,956,778	2,524,911

A region is determined as the location at which projects are realized and services are provided. For sea transport the region refers to the port of arrival (or nearest point of arrival) of the transport or the project location for offshore installation. A large part of the Group's revenue is generated on projects for a variety of clients in various countries and geographical areas. Because of the often-incidental nature and spread of the contracts none of these clients qualifies structurally as a material client in relation to the total revenue of the Group.

Revenue by activity can be specified as follows:

	REVENUE	
	2021	2020
Contracting activities	2,303,978	1,982,019
Service activities	652,800	542,892
	2,956,778	2,524,911

Revenue from contracting activities mainly comprises net revenue from the operational segments of Dredging & Inland Infra and Offshore Energy (excluding marine transport and other offshore services), and salvage projects. For most of the contracting activities the most common type of contract is based on a fixed/lump sum price. In these cases, the contractor's price must take into account virtually all the operational risks as well as the costs and other risks associated with the procurement of materials and subcontractor services. In most cases it is not possible to charge clients for any unforeseen costs and the Group acts as contractor and principal of the engagement.

Revenue from services rendered is primarily realized in the Offshore Energy (marine transport and other services) operational segment and in the joint ventures within the Towage & Salvage operational segment. The services are usually charged at day rates.

The value of the order book equals the contract revenue of projects yet to be completed and services yet to be rendered at balance sheet date and amounts to EUR 5.4 billion (2020: EUR 5.3 billion).

Contracts are not included in the order book until agreement has been reached with the client. The Group estimates that 44% of the order book will be executed next year (31 December 2020: 38%). Actual execution depends on several factors, such as weather, soil, technical conditions, cooperation with subcontractors, the availability of cargo and other factors.

7. OTHER INCOME AND OTHER EXPENSES

In 2021 other income includes book profits on the disposal of property, plant and equipment for EUR 9.3 million (2020: EUR 8.8 million). In 2020 other income includes also a gain of EUR 1.4 million as a result from the revaluation to fair value of the existing stake in Horizon (note 5.1) and a gain on acquisition regarding the business combination Rever Offshore of EUR 6.2 million (note 5.2). Further, other income included government support relating COVID-19 for an amount of EUR 0.6 million in 2020.

Other expenses relate to book losses on the disposal of equipment, amounting to EUR 4.0 million (2020: EUR 0.3 million) and divestments in previous years amounting to EUR 8.0 million (2020: nil).

8. RAW MATERIALS, CONSUMABLES, SERVICES AND SUBCONTRACTED WORK

As part of this line item costs related to short term leased equipment and low value leases are reported for an amount of EUR 2.3 million (2020: EUR 0.6 million).

9. PERSONNEL EXPENSES

	2021	2020
Wages and salaries	- 423,303	- 387,034
Social security expenses	- 40,329	- 43,189
Pension expenses for defined benefit pension plans	- 759	- 728
Pension expenses for defined contribution pension plans	- 45,767	- 40,991
	- 510,158	- 471,942

A number of senior managers participate in a long-term incentive plan based upon the development of the share price, which is settled on a cash basis. The fair value of the related liability for the year is included as part of the personnel expenses in the statement of profit or loss. The related charge for 2021 amounts to EUR 4.0 million (2020: EUR 1.5 million) and the corresponding liability is EUR 6.5 million (2020: EUR 4.0 million). For the remuneration of the Board of Management and the Supervisory Board refer to note 31.2.

In 2021 expenses for restructuring were incurred for an amount of EUR 1.8 million which are reported under Personnel expenses (2020: EUR 10.1 million).

10. IMPAIRMENT CHARGES

In 2020 the following non-cash impairment charges were recognized:

	2020
IMPAIRMENT CHARGES BY ASSET CATEGORY	
Intangible assets	5,582
Property, plant and equipment	52,851
Right-of-use assets	2,843
Investments in joint ventures and associates	96,199
Impairment charges according to the Consolidated Statement of Profit or Loss	157,475
Impairment charges accounted for within share in result of joint ventures and associates	26,800
Total impairment charges	184,275
IMPAIRMENT CHARGES BY OPERATIONAL SEGMENT	
Dredging	19,697
Offshore Energy	81,244
Towage & Salvage	83,334
Total impairment charges	184,275

In 2021 no material impairment losses were recognized.

11. FINANCE INCOME AND EXPENSES

	2021	2020
Interest income on short-term bank deposits	438	369
Finance income	438	369
Interest expenses	- 12,598	- 11,822
Accretion of interest of lease liabilities	- 2,068	- 1,783
Other expenses	- 1,830	- 1,652
Finance expenses	- 16,496	- 15,257
Net finance expenses recognized in consolidated statement of profit or loss	- 16,058	- 14,888

Amortization relating to interest-bearing borrowings amounts to EUR 0.9 million (2020: EUR 0.5 million) and commitment fees paid to EUR 0.7 million (2020: EUR 0.9 million). There are no fair value adjustments for interest-bearing borrowings (with regard to hedging instruments) in 2021 and 2020.

12. INCOME TAX EXPENSES

The tax charge amounts to EUR 34.1 million (2020: EUR 26.2 million) which can be specified as follows:

	2021	2020
CURRENT INCOME TAX EXPENSES		
Current year	- 47,361	- 35,396
Adjustment in respect of current income tax regarding prior financial years	15,007	15,111
Reclassification of deferred income taxes regarding prior financial years	- 3,537	332
	- 35,891	- 19,953
DEFERRED INCOME TAX EXPENSES		
Origination and reversal of temporary differences	- 4,806	5,619
Effect of changes in tax rates on deferred income taxes	266	1,272
Reclassification of deferred income taxes regarding prior financial years	3,537	- 332
Movement of recognized tax losses carried forward	2,763	- 12,822
	1,760	- 6,263
TAXATION IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS	- 34,131	- 26,216

The operational activities of the Group are subject to various tax regimes with tax rates ranging from 0% to 42% (2020: 0% to 42%). These different tax rates, non-deductible expenses, treatment of tax losses, special taxation regimes, adjustments in respect of prior years and results not subject to taxation, result in an effective tax rate in the reporting period of 18.7% (2020: - 37.2%), as disclosed in the consolidated statement of profit or loss.

The effective income tax rate in 2020 was impacted by exceptional items. This analysis can be summarized as follows:

	2021			2020		
	Profit / loss (-)	Income tax expense (-) / benefit	Income tax rate	Profit / loss (-)	Income tax expense (-) / benefit	Income tax rate
Profit/Loss (-) before taxation	182,530	- 34,131	18.7%	- 70,463	- 26,216	- 37.2%
Exceptional items (see Note 4)	-	-	0.0%	195,395	- 8,438	4.3%
Profit/Loss (-) before taxation, adjusted	182,530	- 34,131	18.7%	124,932	- 34,654	27.7%

The reconciliation between the Dutch nominal income tax rate and the effective income tax rate, based on the adjusted Profit/Loss (-) before taxation as stated above of EUR 182.5 million (2020: EUR 124.9 million), is as follows:

	2021		2020	
	Income tax		Income tax	
	amount	Income tax rate	Income tax amount	Income tax rate
Effect on tax (rate):				
Nominal tax rate in the Netherlands	- 45,633	25.0%	- 31,233	25.0%
Tonnage tax and other special tax regimes	10,663	- 7.2%	- 12,530	10.0%
Different statutory tax rates for other jurisdictions	7,767	- 5.2%	7,079	- 5.7%
Unrecognized income tax losses	- 15,675	10.5%	- 15,325	12.3%
Prior year adjustments	475	- 0.3%	15,443	- 12.4%
Tax exempted share in result of joint ventures and associates (excluding impairments)	8,272	- 4.1%	3,673	- 2.9%
Other	-	0.0%	- 1,761	1.4%
Adjusted effective tax (rate)	- 34,131	18.7%	- 34,654	27.7%

The effective income tax rate adjusted for exceptional items was 18.7% (2020: 27.7%).

As can be derived from the tables above, other than in 2020 the effective tax rate in 2021 was not influenced by impairment charges and other exceptional items. The tax burden results from the distribution of the result over a mix of countries and entities and is lower than the nominal income tax rate in the

Netherlands (25%) because in a number of countries in which we currently operate a relatively low tax rate applies and countries where a tax asset has been recognized on negative results.

As a percentage of the profit before tax of EUR 182.5 million (2020: loss before tax of EUR - 70.5 million) the relationship between the applicable tax rate in the Netherlands (25%) and the effective tax rate as can be derived from the income statement (2021: 18.7%; 2020: - 37.2%) can be summarized as follows:

	2021		2020	
	Income tax			
	amount	Income tax rate	Income tax amount	Income tax rate
Effect on tax (rate):				
Nominal tax rate in the Netherlands	- 45,633	25.0%	17,616	25.0%
Tonnage tax and other special tax regimes	10,663	- 7.2%	- 12,530	- 17.8%
Different statutory tax rates for other jurisdictions	7,767	- 5.2%	7,079	10.0%
Unrecognized income tax losses	- 15,675	10.5%	- 15,325	- 21.7%
Prior year adjustments	475	- 0.3%	15,443	21.9%
Tax exempted share in result of joint ventures and associates (excluding impairments)	8,272	- 4.1%	3,673	5.2%
Exceptional items (mainly impairments resp. tax exempted share in result of joint ventures)	-	0.0%	- 40,411	- 57.3%
Other	-	0.0%	- 1,761	- 2.5%
Effective tax (rate)	- 34,131	18.7%	- 26,216	- 37.2%

13. INCOME TAX RECEIVABLE AND PAYABLE

The current income tax receivables and income tax payables relate to the tax positions of the respective Group companies and consist of financial years yet to be settled less withholding taxes and tax refunds.

14. DEFERRED INCOME TAX ASSETS AND LIABILITIES

	BALANCE AS AT 1 JANUARY 2021		MOVEMENT IN TEMPORARY DIFFERENCES DURING THE YEAR				BALANCE AS AT 31 DECEMBER 2021	
	Asset	Liability	Charged (-)/ added to net profit	Charged to equity	In / (out) consolidation and business combinations	Currency translation differences	Asset	Liability
Intangible assets	-	- 1,805	214	-	-	- 8	-	- 1,599
Property, plant and equipment	3,848	- 6,458	256	-	-	26	4,615	- 6,943
Unbilled revenue and deferred revenue	4,189	-	- 1,829	-	-	- 7	2,352	-
Trade and other receivables	185	-	-	-	-	-	185	-
Hedging reserve	316	-	-	- 497	-	-	-	- 181
Actuarial gains / losses (-) on defined benefit pension plans	7,305	-	298	- 742	-	- 5	6,856	-
Employee benefits	4,570	- 872	50	-	-	-	4,591	- 843
Provisions	985	- 681	- 506	-	-	- 2	303	- 507
Trade and other payables	250	- 166	- 3	-	-	140	252	- 31
Other assets and liabilities	283	- 942	4	-	-	9	305	- 951
Leases	301	- 466	556	-	-	- 4	387	-
Foreign branch results	-	- 1,337	- 43	-	-	-	-	- 1,380
Income tax losses carried forward	185	-	2,763	-	-	14	2,962	-
	22,417	- 12,727	1,760	- 1,239	-	163	22,808	- 12,435
Offsetting of deferred income tax assets and liabilities	- 10,037	10,037					- 8,940	8,940
Net in the Consolidated Statement of Financial Position	12,380	- 2,690					13,868	- 3,495

	BALANCE AS AT 1 JANUARY 2020		MOVEMENT IN TEMPORARY DIFFERENCES DURING THE YEAR				BALANCE AS AT 31 DECEMBER 2020	
	Asset	Liability	Charged (-) /added to net profit	Charged to equity	In / (out) consolidation and business combinations	Currency translation differences	Asset	Liability
Intangible assets	206	- 1,852	39	-	-	- 198	-	- 1,805
Property, plant and equipment	152	- 6,590	2,840	-	1,007	- 19	3,848	- 6,458
Unbilled revenue and deferred revenue	-	-	4,190	-	-	- 1	4,189	-
Trade and other receivables	57	-	128	-	-	-	185	-
Hedging reserve	400	-	- 29	- 103	-	48	316	-
Actuarial gains / losses (-) on defined benefit pension plans	6,608	-	- 700	1,330	-	67	7,305	-
Employee benefits	3,974	- 864	647	-	-	- 59	4,570	- 872
Provisions	25	-	268	-	-	11	985	- 681
Interest-bearing borrowings	249	-	- 249	-	-	-	-	-
Trade and other payables	428	- 99	- 254	-	-	9	250	- 166
Other assets and liabilities	253	- 556	- 612	-	-	256	283	- 942
Leases	105	- 8	192	-	- 453	- 1	301	- 466
Foreign branch results	-	- 1,436	99	-	-	-	-	- 1,337
Income tax losses carried forward	12,838	-	- 12,822	173	-	- 4	185	-
	25,295	- 11,405	- 6,263	1,400	554	109	22,417	- 12,727
Offsetting of deferred income tax assets and liabilities	- 9,955	9,955					- 10,037	10,037
Net in the Consolidated Statement of Financial Position	15,340	- 1,450					12,380	- 2,690

Deferred income tax assets are not recognized as long as it is not probable that economic benefits can be expected in future periods. Deferred income tax assets and liabilities within fiscal unities are offset in the statement of financial position.

The following movements in deferred income tax assets and liabilities, including applicable income tax rate changes, together with the items they relate to, are recognized in the statement of other comprehensive income:

	2021			2020		
	BEFORE INCOME TAX	INCOME TAX (EXPENSE) BENEFIT	NET OF INCOME TAX	BEFORE INCOME TAX	INCOME TAX (EXPENSE) BENEFIT	NET OF INCOME TAX
Foreign currency translation differences for foreign operations, including net-investment hedges	49,496	-	49,496	- 65,901	173	- 65,728
Fair value of cash flow hedges	8,010	- 497	7,513	- 10,853	- 103	- 10,956
Actuarial gains / losses (-) and asset limitation on defined benefit pension plans	1,953	- 742	1,211	- 3,005	1,330	- 1,675
	59,459	- 1,239	58,220	- 79,759	1,400	- 78,359

UNRECOGNIZED DEFERRED INCOME TAX ASSETS

Income tax losses carried forward and/or timing differences of Group companies for which no deferred income tax asset is recognized amounted to EUR 187.2 million (2020: EUR 216.0 million). These deferred income tax assets are not recognized in the statement of financial position as long as recovery through taxable profit or deductible temporary differences before expiration is not probable. As the mix of countries in which projects are executed changes over time, uncertainty arises regarding the possibilities to compensate income tax losses with future taxable income.

2021		
	INCOME TAX LOSSES CARRIED FORWARD	DEDUCTIBLE TEMPORARY DIFFERENCES
No later than 1 year	3,750	-
Later than 1 year and no later than 5 years	25,754	-
Later than 5 years	154,573	3,147
	184,077	3,147
2020		
	INCOME TAX LOSSES CARRIED FORWARD	DEDUCTIBLE TEMPORARY DIFFERENCES
No later than 1 year	141	-
Later than 1 year and no later than 5 years	8,730	-
Later than 5 years	196,588	10,584
	205,459	10,584

The movement in 2021 relates to a large extent to the recognition, following legal structuring, of deferred income tax assets that were previously not recognized following legal restructuring realized.

15. INTANGIBLE ASSETS

	GOODWILL	OTHER	TOTAL
Balance as at 1 January 2021	163,160	9,613	172,773
Movements			
Amortization	-	- 1,357	- 1,357
Currency translation differences and other movements	5,019	162	5,181
	5,019	- 1,195	3,824
Balance as at 31 December 2021	168,179	8,418	176,597

	GOODWILL	OTHER	TOTAL
Balance as at 1 January 2020	97,077	19,306	116,383
Movements			
Acquired through business combinations	73,069	-	73,069
Amortization	-	- 3,503	- 3,503
Impairment charges (see note 10)	-	- 5,582	- 5,582
Currency translation differences and other movements	- 6,986	- 608	- 7,594
	66,083	- 9,693	56,390
Balance as at 31 December 2020	163,160	9,613	172,773

Currency translation differences mainly relate to goodwill and other intangible assets resulting from acquisitions, which are denominated in USD.

15.1 GOODWILL

For the purpose of impairment testing, goodwill is allocated to the cash-generating units (CGU) which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes. This does not exceed the level of Group's operating segments reported in note 4 on Segment reporting.

Goodwill is allocated to the following cash-generating units:

CASH-GENERATING UNIT	OPERATIONAL SEGMENT	2021	2020
Survey	Offshore Energy	71,102	66,083
Inland Infra	Dredging & Inland Infra	46,607	46,607
Salvage	Towage & Salvage	36,875	36,875
Dredging	Dredging & Inland Infra	13,595	13,595
Total		168,179	163,160

When conducting impairment tests on goodwill, the recoverable amounts are determined based on value in use calculations. Value in use is determined by discounting the expected future cash flows from the continuing operations of the CGU.

Management projects cash flows based on past trends and estimates of future developments and investment plans. Therefore these projections also factor in market conditions, cost developments, order book in hand, expected win rates of contracts, expected vessel utilization and useful life. Key assumptions in the calculation of value in use are the growth rate applied in the calculation of the terminal value and the discount rate used. Cash flows for the CGUs beyond five years are extrapolated using an estimated long-term growth rate of 1.0% (2020: 1.0%). The applicable growth rate does not exceed the long-term average growth rate which may be expected for the activities. The pre-tax discount rate used in the calculations per CGU are: Survey 9.9% (2020: 9.9%), Inland Infra 9.2% (2020: 9.2%), Salvage 6.8% (2020: 6.8%) and Dredging 8.4% (2020: 8.3%) and is determined per CGU by means of an iterative calculation using the post-tax discount rates (determined by an external valuator), projected post-tax cash flows and expected tax rate.

The Group has analyzed sensitivity to a reasonable possible change in the discounted expected future cash flows of the carrying amount, including goodwill, of the CGU ('headroom'). The recoverable amounts for Inland Infra, Salvage, Dredging and Survey exceed the carrying amounts of the CGUs with significant headroom.

15.2 OTHER INTANGIBLE ASSETS

Other intangible assets, which are identified and recognized at fair value in business combinations, consist of tradenames and favorable contracts.

16. PROPERTY, PLANT AND EQUIPMENT

	LAND AND BUILDINGS	FLOATING AND OTHER CONSTRUCTION EQUIPMENT	OTHER FIXED ASSETS	PROPERTY, PLANT AND EQUIPMENT UNDER CONSTRUCTION	TOTAL
Balance as at 1 January 2021					
Cost	145,106	4,608,971	57,091	149,165	4,960,333
Accumulated depreciation and impairment charges	- 48,442	- 2,500,460	- 45,966	- 3,823	- 2,598,691
Carrying amount	<u>96,664</u>	<u>2,108,511</u>	<u>11,125</u>	<u>145,342</u>	<u>2,361,642</u>
Movements					
Investments	177	160,608	1,759	245,098	407,642
Put into operation	39,892	34,252	-	- 74,144	-
Depreciation	- 5,934	- 219,671	- 2,761	-	- 228,366
Disposals	- 2,069	- 13,929	- 595	-	- 16,593
Other movements	59	822	781	37,615	39,277
Currency translation differences	745	43,996	320	380	45,441
	<u>32,870</u>	<u>6,078</u>	<u>- 496</u>	<u>208,949</u>	<u>247,401</u>
Balance as at 31 December 2021					
Cost	184,083	4,807,720	57,902	358,114	5,407,819
Accumulated depreciation and impairment charges	- 54,549	- 2,693,131	- 47,273	- 3,823	- 2,798,776
Carrying amount	<u>129,534</u>	<u>2,114,589</u>	<u>10,629</u>	<u>354,291</u>	<u>2,609,043</u>

	LAND AND BUILDINGS	FLOATING AND OTHER CONSTRUCTION EQUIPMENT	OTHER FIXED ASSETS	PROPERTY, PLANT AND EQUIPMENT UNDER CONSTRUCTION	TOTAL
Balance as at 1 January 2020					
Cost	143,792	4,405,127	50,806	241,145	4,840,870
Accumulated depreciation and impairment charges	- 44,606	- 2,345,352	- 40,988	- 3,823	- 2,434,769
Carrying amount	<u>99,186</u>	<u>2,059,775</u>	<u>9,818</u>	<u>237,322</u>	<u>2,406,101</u>
Movements					
Investments	899	48,173	3,690	187,862	240,624
Acquired through business combinations	-	58,707	1,590	-	60,297
Put into operation	3,792	271,524	2,758	- 278,074	-
Impairment charges	-	- 52,851	-	-	- 52,851
Depreciation	- 4,630	- 221,224	- 6,461	-	- 232,315
Disposals	- 1,757	- 6,797	- 254	-	- 8,808
Other movements	-	- 176	246	196	266
Currency translation differences	- 826	- 48,620	- 262	- 1,964	- 51,672
	<u>- 2,522</u>	<u>48,736</u>	<u>1,307</u>	<u>- 91,980</u>	<u>- 44,459</u>
Balance as at 31 December 2020					
Cost	145,106	4,608,971	57,091	149,165	4,960,333
Accumulated depreciation and impairment charges	- 48,442	- 2,500,460	- 45,966	- 3,823	- 2,598,691
Carrying amount	<u>96,664</u>	<u>2,108,511</u>	<u>11,125</u>	<u>145,342</u>	<u>2,361,642</u>

The Group reviews the (expected) utilization and operational results of the main units of the fleet and the useful life of the assets to determine potential impairments and adjustments on an annual basis. In 2021 this review resulted in no adjustments.

As disclosed in the table above and in note 10 'impairment charges', in 2020 an impairment charge of EUR 52.9 million was recorded, relating to vessels and other construction equipment. These assets have been valued at the highest of the value in use and the fair value less cost to sell (based on external valuations or scrap value). Of the total impairment EUR 49.1 million relates to impairments to fair value less cost to sell and EUR 3.8 million relates to impairment to value in use. If cash flows used in the value-in-use calculations would have been lower or discount rate would have higher, the Group would not have recognized an additional impairment. In 2021 and 2020 the capitalized financing costs of investments recognized amounted to zero.

In line with the characteristics of the Group's activities, property, plant and equipment can be deployed on a worldwide scale. As a consequence, segmentation of property, plant and equipment into geographical areas would not provide any additional relevant information.

17. JOINT VENTURES AND ASSOCIATES

The Group participates in a number of joint ventures and associates. The activities and risks of these joint ventures and associates are similar to the activities of the Group. A number of projects, or related activities, within the Dredging & Inland Infra operational segment are placed in privately held companies. The Offshore Energy operational segment mainly includes the investment in Asian Lift Pte Ltd. Within the Towage & Salvage operational segment, harbor towage services take place through Keppel Smit Towage Pte Ltd and Maju Maritime Pte Ltd in Singapore. These two harbor towage service joint ventures are reclassified as held for sale as per year-end (see note 5.1). In addition, the Group participates in Lamnalco Marine (worldwide terminal services) and Ocean Marine Egypt S.A.E. (terminal services). These joint ventures and associates are in principle financed on a non-recourse basis.

The table below shows the movements in the interests in joint ventures and associates:

	2021		
	JOINT VENTURES	ASSOCIATES	TOTAL
Balance as at 1 January 2021	200,939	7,527	208,466
Classification as held for sale of Keppel Smit Towage Pte Ltd	- 22,743	-	- 22,743
Classification as held for sale of Maju Maritime Pte Ltd	- 32,775	-	- 32,775
Share in result of joint ventures and associates	37,699	1,445	39,144
Share in other comprehensive income of joint ventures and associates	- 1,001	-	- 1,001
Repayment share capital / share premium	- 54	- 9	- 63
Dividends received	- 1,459	- 774	- 2,233
Currency translation differences and other movements	17,431	124	17,555
	- 2,902	786	- 2,116
Balance as at 31 December 2021	198,037	8,313	206,350

	2020		
	JOINT VENTURES	ASSOCIATES	TOTAL
Balance as at 1 January 2020	419,599	8,456	428,055
Impairment charges	- 96,199	-	- 96,199
Revaluation of existing stake in Horizon prior to business combination	1,391	-	1,391
Decrease due to extending share in Horizon resulting in control	- 75,299	-	- 75,299
Share in result of joint ventures and associates	- 9,277	1,400	- 7,877
Share in other comprehensive income of joint ventures and associates	- 5,038	-	- 5,038
Repayment share capital / share premium	- 1,192	-	- 1,192
Dividends received	- 18,246	- 2,200	- 20,446
Currency translation differences and other movements	- 14,800	- 129	- 14,929
	- 218,660	- 929	- 219,589
Balance as at 31 December 2020	200,939	7,527	208,466

In 2020 the Group incurred a non-cash impairment charge of EUR 96.2 million relating to two joint ventures due to deteriorated market conditions that are not expected to materially improve in the foreseeable future. Next to these impairment charges the share in the result of joint ventures and associates in 2020 included an amount of EUR 26.8 million for our stake in the impairment on certain vessels as accounted for by a joint venture (see note 10).

The main joint ventures of the Group are:

ENTITY	COUNTRY OF INCORPORATION	Interest in joint ventures	
		2021	2020
Lamnalco Marine	Cyprus	50%	50%
Ocean Marine Egypt S.A.E.	Egypt	50%	50%
Asian Lift Pte. Ltd.	Singapore	50%	50%
Keppel Smit Towage Pte Ltd *	Singapore	49%	49%
Maju Maritime Pte Ltd *	Singapore	49%	49%
Deeprock C.V.	The Netherlands	49%	49%

* Classified as held for sale as per year-end 2021 (see note 5.1).

The main associates of the Group are:

COMPANY	COUNTRY OF INCORPORATION	Interest in associates	
		2021	2020
Asfalt Productie Rotterdam Rijnmond (APRR) B.V.	The Netherlands	25%	25%
Asfalt Productie Tiel (APT) B.V.	The Netherlands	33%	33%

The voting rights in associates are equal to the ownership interests.

As at 31 December 2021, the Group participated in the above-mentioned joint ventures and associates. Joint control is established in joint ventures by contract and the Group only has rights to the net assets. Significant influence is established in associates by voting rights and/or by contract, also in those cases where the other (investment) partner has control. None of these joint ventures or associates is individually material based on their share in the financial figures of the Group and their risk profile. The nature of, and changes in, the risks associated with interest in joint ventures and/or associates is primarily linked to its activities for which a distinction is made in the disclosure. As at 31 December 2021, approximately 78% (2020: 79%) of the Group's interest in joint ventures and associates relates to harbor towage services and terminal services of the Towage & Salvage operational segment. The summarized figures on a 100% basis of the towage/terminal activities can be presented as follows (including the Keppel Smit Towage partnership):

	2021	2020
Towage joint ventures and associates		
Revenue	282	310
EBITDA	132	113
EBIT excluding impairment charges	80	51
EBIT including impairment charges	80	-
Net debt	182	217

Other joint ventures and associates relate to the Dredging & Inland Infra and Offshore Energy Segments and to Holding & Eliminations.

The future cash flows for the Group are legally and contractually limited to the receipt of dividends, with the exception of certain companies, as listed above, for which capped guarantees or capital contributions are agreed (see note 30). As a result of statutory provisions, the Group, as joint venture partner or minority shareholder, cannot independently decide to distribute dividends. Also, the financial position should be sufficient to enable the distribution of dividends to shareholders. There are no contractual provisions that restrict the distribution of the net result as a dividend, with the exception of covenants in loan agreements and the priority of loan repayment over dividend at some of the joint ventures and associates. Legal reserves are formed by the Group for its share in the net result of joint ventures and associates.

The table below shows the share of the Group in total assets and revenues of its joint ventures and associates (excluding assets held for sale) that are individually not material to the Group.

	2021			2020		
	JOINT VENTURES	ASSOCIATES	TOTAL	JOINT VENTURES	ASSOCIATES	TOTAL
Total assets	466,118	1,330	467,448	549,247	1,351	550,598
Revenue	194,983	166	195,149	191,365	96	191,461

18. NON-CURRENT FINANCIAL ASSETS

18.1 OTHER NON-CURRENT RECEIVABLES

	2021	2020
Balance as at 1 January	2,922	9,214
Loan granted (to joint venture)	113	220
Repaid loan (by joint venture)	- 300	-
Decrease due to first time in consolidation	-	- 6,628
Currency translation differences and other movements	- 30	116
Balance as at 31 December	2,705	2,922

Other non-current receivables generally comprise loans to joint ventures and associates, and long-term advance payments to suppliers.

19. INVENTORIES

	2021	2020
Fuel and materials	35,352	25,040
Spare parts and other inventories	75,208	66,090
	110,560	91,130

During 2021 no material addition to the provision for obsolete inventory has been recognized (2020: EUR 7.2 million).

20. UNBILLED AND DEFERRED REVENUE

Unbilled and deferred Group revenue relates to the contracting and execution of construction projects and to services. The recognition of revenue, timing of billings and cash collections result in unbilled receivables, accounts receivable and deferred revenue. In the contracting business amounts are billed as work progress in accordance with contractual terms, either at periodic intervals or upon achievement of contractual milestones. In the event that billing occurs subsequent to revenue recognition, unbilled revenue is recognized (as an asset). In the event that payments are received from customers based on deposits or invoices in advance of revenue recognition, deferred revenue is recognized (as a liability). In the services business amounts are billed based on contractually agreed schedules and/or milestones. As revenue is recognized/allocated to a large extent on the basis of sailing days, unbilled revenue or deferred revenue is recognized for the difference between revenues recognized and invoices issued.

	2021	2020
Unbilled revenue	269,685	206,670
Deferred revenue	- 451,712	- 357,510
	- 182,027	- 150,840

Unbilled and deferred revenue of the Group is influenced by the mix of projects and services that are executed at a certain point of time. Inherent to the Group's activities, the nature and amount of unbilled and deferred revenue depends on the specifics of the projects, due to the variety clients and to the ever-changing client base, contracts with different payment conditions, milestones and other details of contracts executed within a wide spectrum of economic environments. Furthermore, different payments terms are

agreed in the contracts with customers and usually depend on the jurisdiction in which the services are performed.

In 2021 approximately 96% of the unbilled amount of EUR 206,670 thousand at 31 December 2020 was invoiced to customers by the Group (2020: 97% of the unbilled amount of EUR 279,981 thousand as at 31 December 2019). During 2021 unbilled revenue was not impacted by business combinations (during 2020: not materially). The amount of deferred revenue at 31 December 2020 relates to a large extent to revenue recognized in 2021.

Contract revenue recognized, unbilled revenue and deferred revenue are subject to judgements and estimates. Especially judgements and estimates on the progress of execution of the projects are the basis for allocating total (project) revenue to cumulative (project) revenues recognized in the Consolidated Statement of Profit or Loss and to future (project) revenues. This allocation of project revenue is based upon judgements and estimates of total (project) revenues, including variable considerations, disputed claims with customers, contract modifications, and expected total costs of the projects. Different estimates would have resulted in different, either higher or lower, revenues, and related costs, for the year. Revenue, and related costs, recognized in the Consolidated Statement of Profit or Loss is not expected to be materially impacted by such judgements and estimates. Looking with hindsight at the judgements and estimates made regarding revenue recognized, no material amount of the revenues recognized in 2020 should have been accounted for as revenue in 2021, of the revenues recognized in 2019 no material amount should have been accounted for as revenue in 2020.

21. TRADE AND OTHER RECEIVABLES

	2021	2020
Trade receivables	371,534	276,502
Amounts due from joint ventures and associates	6,879	5,269
Other receivables and prepayments	257,392	228,159
	635,805	509,930

Other receivables and prepayments include prepaid and/or pre-charged expenses by subcontractors and suppliers. Also, amounts are included that results from the proportionate consolidation of the project driven construction consortiums.

22. CASH AND CASH EQUIVALENTS

	2021	2020
Bank balances and cash	580,450	601,797
Short-term bank deposits	182,474	222,750
Cash and cash equivalents	762,924	824,547
Bank overdrafts	- 13,400	- 9,555
Net cash and cash equivalents in the consolidated statement of cash flows	749,524	814,992

Cash and cash equivalents include EUR 86.5 million (2020: EUR 79.5 million) held by project-driven construction consortiums (joint operations). The Group held EUR 3.5 million (2020: EUR 3.9 million) subject to local regulations limiting the transfer of these funds. The other cash and cash equivalents are at the free disposal of the Group.

23. GROUP EQUITY

23.1 ISSUED CAPITAL

The authorized share capital of EUR 4.8 million (2020: EUR 4.8 million) is divided into 240,000,000 (2020: 240,000,000) ordinary shares with a par value of EUR 0.01 (2020: EUR 0.01) each and 80,000,000 (2020: 80,000,000) cumulative protective preference shares with a par value of EUR 0.03 (2020: EUR 0.03) each.

Movements of the ordinary shares issued were as follows:

(in number of ordinary shares)	2021	2020
Issued and fully paid shares entitled to dividend as at 1 January	130,220,260	131,726,637
Repurchased shares	- 895,362	- 1,506,377
Issued and fully paid shares entitled to dividend as at 31 December	129,324,898	130,220,260
Treasury stock	952,934	57,572
Issued and fully paid shares as at 31 December	130,277,832	130,277,832

Repurchased shares

On 15 March 2019 the Group announced a share buyback program of EUR 100 million, to reduce the capital outstanding. The program commenced on 18 March 2019 and was completed on 15 September 2021 including a temporary suspension in 2020 due to COVID-19 related uncertainties during that period. The repurchased shares in this program can be summarized as follows:

	2021	2020	2019	TOTAL
Number of ordinary shares	895,362	1,506,377	2,341,189	4,742,928
Amount (in thousands of EUR)	23,777	29,403	46,820	100,000
Dividend tax (in thousands of EUR)	-	3,934	58	3,992

Treasury stock

The movements of the ordinary shares issued held in treasury were as follows:

(in number of ordinary shares)	2021	2020
Treasury stock as at 1 January	57,572	3,651,701
Repurchased shares	895,362	1,506,377
Cancelled shares	-	- 5,100,506
Treasury stock as at 31 December	952,934	57,572

On 17 December 2020 the Group has reduced its issued share capital by cancelling 5,100,506 ordinary shares held in treasury. On 11 February 2022 the Group has further reduced its issued share capital by cancelling the remaining 952,934 ordinary shares held in treasury.

23.2 SHARE PREMIUM RESERVE

The share premium reserve consists of additional paid-in capital exceeding the par value of the outstanding shares. The share premium is distributable free of tax.

23.3 DIVIDEND

Royal Boskalis Westminster N.V. distributed a cash dividend to the shareholders of EUR 0.50 per ordinary share amounting to EUR 64.8 million. In 2020 no dividend was distributed to shareholders.

23.4 EARNINGS PER SHARE

The earnings per share are determined based on the calculation below:

(in thousands of EUR)	2021	2020
Earnings per share		
Net group profit/loss (-) attributable to shareholders in thousands of EUR	150,846	- 96,523
Weighted average number of shares	129,591,935	130,954,242
Earnings per share (basic and diluted)	EUR 1.16	EUR - 0.74

The weighted average number of ordinary shares for the financial year is calculated as follows:

(in number of shares)	2021	2020
Issued and fully paid shares at 1 January	130,220,260	131,726,637
Weighted effect of repurchased own ordinary shares	- 628,325	- 772,395
Weighted average number of ordinary shares for the financial year	129,591,935	130,954,242

23.5 OTHER RESERVES

Movements in other reserves:

Legal reserves						
	HEDGING RESERVE	REVALUATION RESERVE	CURRENCY TRANSLATION RESERVE	OTHER LEGAL RESERVES	OTHER RESERVES	TOTAL OTHER RESERVES
Note	[23.5.1]	[23.5.2]	[23.5.3]	[23.5.4]	[23.5.5]	
Balance as at 1 January 2021	- 11,477	81,995	147,520	104,217	- 22,158	300,097
Defined benefit plan actuarial gains/losses (-) and asset limitation, after income tax	-	-	-	-	1,627	1,627
Foreign currency translation differences for foreign operations, after income tax	-	-	50,423	-	-	50,423
Currency translation differences from joint ventures and associates, after tax	-	-	- 1,001	-	-	- 1,001
Effective cash flow hedges, after income taxation	3,983	-	-	-	-	3,983
Change in fair value of cash flow hedges from joint ventures and associates, after taxation	3,530	-	-	-	-	3,530
Realization through depreciation of underlying asset	-	- 720	-	-	-	- 720
Reclassification of revaluations realized	-	- 78,460	-	-	-	- 78,460
Movement in legal reserve	-	-	-	17,919	-	17,919
Total movements	7,513	- 79,180	49,422	17,919	1,627	- 2,699
Balance as at 31 December 2021	- 3,964	2,815	196,942	122,136	- 20,531	297,398

Legal reserves						
	HEDGING RESERVE	REVALUATION RESERVE	CURRENCY TRANSLATION RESERVE	OTHER LEGAL RESERVES	OTHER RESERVES	TOTAL OTHER RESERVES
Note	[23.5.1]	[23.5.2]	[23.5.3]	[23.5.4]	[23.5.5]	
Balance as at 1 January 2020	- 521	80,604	213,166	131,351	- 20,483	404,117
Defined benefit plan actuarial gains/losses (-) and asset limitation, after income tax	-	-	-	-	- 1,675	- 1,675
Foreign currency translation differences for foreign operations, after income tax	-	-	- 64,370	-	-	- 64,370
Currency translation differences from joint ventures and associates, after tax	-	-	- 1,276	-	-	- 1,276
Effective cash flow hedges, after income taxation	- 7,194	-	-	-	-	- 7,194
Change in fair value of cash flow hedges from joint ventures and associates, after taxation	- 3,762	-	-	-	-	- 3,762
Reclassification of revaluation related to gains on business combinations and gains on joint ventures	-	1,391	-	-	-	1,391
Movement in legal reserve	-	-	-	- 27,134	-	- 27,134
Total movements	- 10,956	1,391	- 65,646	- 27,134	- 1,675	- 104,020
Balance as at 31 December 2020	- 11,477	81,995	147,520	104,217	- 22,158	300,097

Under Dutch law the legal reserves are not available for dividend distribution to shareholders.

23.5.1 HEDGING RESERVE (LEGAL RESERVE)

The hedging reserve comprises the fair value of effective cash flow hedges, not yet realized at the balance sheet date, net of taxation, including results realized on the 'rolling forward' of existing hedges as a result of differences between the duration of the hedges concerned and the underlying cash flows. An amount of EUR nil million (2020: nil) is included in the hedging reserve relating to discontinued hedges. This will be recognized in the income statement when the future cash flows, that were designated as hedged items, occur. Details about the movements in the hedging reserve are disclosed in note 29.2.

23.5.2 REVALUATION RESERVE (LEGAL RESERVE)

Revaluations are included in the statement of profit or loss in the year recognized and maintained as a separate reserve until derecognized. The revaluation reserve will be realized as a result of disposal, depreciation or impairment. When derecognized, amounts are transferred from the revaluation reserve to retained earnings.

The revaluation reserve mainly relates to profit with respect to the revaluation of existing non-controlling interests prior to the recognition of business combinations and book results on contributions in newly formed strategic partnerships, after deducting the amount of revaluations realized following disposals and, as from 2021 also, depreciation accounted for and impairments recognized. As a result, the amount reclassified from the revaluation reserve to the retained earnings includes prior years' amounts of EUR 79.2 million.

23.5.3 CURRENCY TRANSLATION RESERVE (LEGAL RESERVE)

The currency translation reserve comprises all accumulated currency translation differences arising from net investments in foreign operations which are denominated in functional currencies other than the presentation currency used by the Group, including related intragroup financing. These currency translation differences are accumulated as from the IFRS transition date (1 January 2004) and are taken to the Statement of Profit or Loss at disposal or termination of these foreign operations. At the acquisition date of activities (business combinations) with a functional currency other than the euro, the translation reserve of these activities is started at zero.

The cumulative changes of foreign currency instruments used to hedge net investments in foreign operations are included under currency translation reserve for a negative amount of EUR 39 million as per 31 December 2021 (31 December 2020: negative amount of EUR 19 million).

23.5.4 OTHER LEGAL RESERVES

A legal reserve is formed to account for differences between the cost price and the equity value of joint ventures and associates where the Group cannot independently decide on the distribution of dividends, unless such differences are already included in the legal reserve for accumulated currency translation differences on foreign operations.

23.5.5 OTHER RESERVES

Other reserves mainly comprise actuarial movements related to the limitation on net plan assets of defined benefit pension plans and the actuarial gains and losses originating from the difference between the realized and the expected movement in defined benefit obligations and the return on plan assets.

23.6 RETAINED EARNINGS

Retained earnings consist of additions and distributions based on profit appropriations, effects of changes in accounting principles, losses and movements in the legal reserve. The balance is at the disposal of shareholders. Retained earnings also comprises the unappropriated profit or loss for the current year. A proposal for profit or loss appropriation is disclosed in note 6 of the Company financial statements.

24. INTEREST-BEARING BORROWINGS

	US PRIVATE PLACEMENT	REVOLVING MULTI- CURRENCY CREDIT FACILITY	EXPORT CREDIT FACILITY	OTHER INTEREST- BEARING BORROWINGS	TOTAL 2021	TOTAL 2020
Current	-	-	9,782	2,814	12,596	50,255
Non-current	265,330	-	92,664	5,837	363,831	293,803
Balance as at 1 January	265,330	-	102,446	8,651	376,427	344,058
Movement						
Assumed in business combinations	-	-	-	-	-	11,871
Decrease due to first time in consolidation	-	-	-	-	-	- 6,628
Proceeds	-	-	15,020	-	15,020	508,411
Repayment	-	-	- 10,094	- 2,838	- 12,932	- 453,648
Currency translation differences	20,169	-	-	- 58	20,111	- 24,089
Other movements	116	-	312	-	428	- 3,548
Total movements	20,285	-	5,238	- 2,896	22,627	32,369
Balance as at 31 December	285,615	-	107,684	5,755	399,054	376,427
Current	-	-	9,782	408	10,190	12,596
Non-current	285,615	-	97,902	5,347	388,864	363,831
Balance as at 31 December	285,615	-	107,684	5,755	399,054	376,427

The US private placement relate to one placement with a nominal value of USD 325 million, which was placed in July 2013. The principal will be repaid after the original duration of ten years. The annual interest rate is 3.66%.

In April 2020 the Group entered into a revolving credit facility (RCF) providing the Group EUR 500 million with a variable interest rate. The facility has an original duration of 5 years with two options which each extend the duration by one year. After the execution of the first option in February 2021, the RCF is committed until April 2026.

In October 2020 the Group entered into an export credit facility (ECF). The tenor of the facility is twelve years and includes a linear redemption. The annual interest rate is 1.1%.

The Group agreed to comply with a number of customary covenants with the US private placement holders and the providers of the RCF and ECF. Twice a year Boskalis provides a compliance certificate to these lenders, reporting on the covenants for the twelve-month period ending on 30 June and 31 December, respectively. The main financial covenants are a net debt / EBITDA ratio not exceeding 3 and an EBITDA / net interest ratio of at least 4. These covenants are calculated in accordance with definitions agreed with the lenders. In the event that the Group does not meet any of these covenants, the loans may be due immediately. These covenants were met at 31 December 2021. The net debt / EBITDA ratio was - 0.8 (2020: - 1.3) and the EBITDA / net interest ratio was 31 (2020: 25).

Interest rates, remaining terms and currencies of the interest-bearing borrowings are disclosed in the explanatory notes to the financial instruments in the interest rate risk paragraph (see note 29.1.3). As at 31 December 2021 the weighted average interest rate for the non-current portion of the interest bearing loans was 3.05% (2020: 3.18%). The non-current portion of interest-bearing borrowings due after more than five years amounted to EUR 57.2 million (2020: EUR 53.5 million).

25. EMPLOYEE BENEFITS

The liabilities associated with employee benefits consist of liabilities related to pensions plans, both via defined benefit as well as defined contribution plans. Other long-term employee benefits include jubilee benefits. The employee benefits amounted to a total of:

	Note	31 DECEMBER	
		2021	2020
Defined benefit pension plans	[25.1]	40,306	43,093
Other liabilities on account of employee benefits		6,752	7,098
Liabilities associated with employee benefits		47,058	50,191

Refer to note 9 for the contribution to defined contribution plans.

25.1 DEFINED BENEFIT PENSION PLANS

	DEFINED BENEFIT OBLIGATION	FAIR VALUE PLAN ASSETS	SURPLUS/ DEFICIT (-)	UNFUNDED PENSION LIABILITIES	TOTAL	CHARGED TO CONSOLIDATED STATEMENT OF	
						PROFIT OR LOSS	OTHER COMPREHENSIVE INCOME
Balance as at 1 January 2021	117,463	79,256	- 38,207	- 4,886	- 43,093		
Current service expenses	369	-	- 369	- 59	- 428	428	
Interest expenses on obligation	831	-	- 831	- 37	- 868	868	
Net-contributions from the Group	-	1,570	1,570	-	1,570		
Return on plan assets	-	537	537	-	537	- 537	
Net actuarial results	- 7,974	- 5,994	1,980	- 7	1,973		- 1,973
Benefits paid	- 1,166	- 1,166	-	326	326		
Foreign currency exchange rate differences and other changes	410	87	- 323	-	- 323		- 394
Total movement	- 7,530	- 4,966	2,564	223	2,787	759	- 2,367
Balance as at 31 December 2021	109,933	74,290	- 35,643	- 4,663	- 40,306		
Total result defined benefit pension plans					- 1,608	759	- 2,367

	DEFINED BENEFIT OBLIGATION	FAIR VALUE PLAN ASSETS	SURPLUS/ DEFICIT (-)	UNFUNDED PENSION LIABILITIES	TOTAL	CHARGED TO CONSOLIDATED STATEMENT OF	
						PROFIT OR LOSS	OTHER COMPREHENSIVE INCOME
Balance as at 1 January 2020	109,071	74,601	- 34,470	- 4,785	- 39,255		
Current service expenses	366	-	- 366	- 72	- 438	438	
Interest expenses on obligation	1,240	-	- 1,240	- 42	- 1,282	1,282	
Net-contributions from the Group	-	- 359	- 359	-	- 359		
Return on plan assets	-	992	992	-	992	- 992	
Net actuarial results	8,340	5,346	- 2,994	- 279	- 3,273		3,273
Benefits paid	- 958	- 958	-	292	292		
Foreign currency exchange rate differences and other changes	- 596	- 366	230	-	230		
Total movement	8,392	4,655	- 3,737	- 101	- 3,838	728	3,273
Balance as at 31 December 2020	117,463	79,256	- 38,207	- 4,886	- 43,093		
Limitation on net plan assets as at 1 January					- 268		
Movement in limitation net plan assets					268		- 268
Limitation on net plan assets as at 31 December					-		
Balance as at 31 December 2020 after limits on net plan assets					- 43,093		
Total result defined benefit pension plans					3,733	728	3,005

Closed defined benefit scheme

The balance of the net defined benefit pension plans mainly relates to a closed insured pension plan in the Netherlands, for which future cash inflows consist of the Group's entitlement to excess returns achieved by the insurance company and future cash outflows for premiums for price indexation of insured pensions. The net defined benefit obligation for this pension plan is based on an estimate of this future cash outflow for premiums. The Group's entitlement to excess returns is not accounted for as an asset. Both the annual income from excess returns and expense for premiums for price indexation continue to be recognized through the statement of other comprehensive income. Therefore the expected impact of the defined benefit pension plans on future statements of profit or loss is not significant.

Other pension plans relate to, individually not material, multi-employer pension plans arranged with insurance companies in Belgium and the United States, as well as to minor unfunded defined benefit plans for two Group companies in Germany. The pension plans are in compliance with local laws and/or regulations applicable in the aforementioned countries. The Group has no direct and/or significant involvement in the governance of these pension plans. The pension plans are characterized by defined benefit rights over the participant's years of service, which are mainly based on average wages and include retirement and survivor's pension. These pensions are indexed, for the main part with a limit being set to the available contributions and the return on plan assets, respectively. The pension liabilities and pension assets are placed with and managed by the insurance companies. The risk for the Group relating to these pensions is therefore limited. The future cash flows for the other arrangements are limited to the actuarially calculated annual premiums based on the cost of purchasing future pension rights. In other funded defined benefit plans there is no enforceable statutory or regulatory direct obligation to cover any deficits to fulfil future actuarial obligations. The contributions are subject to the customary, actuarial assumptions, expected returns and agreed contribution ceiling.

The plan assets primarily consist of qualified insurance policies which can be categorized as other investments quoted in active markets. As at 31 December 2021 and 31 December 2020 the plan assets did not, directly, comprise any of the Group's own financial instruments or any assets used by Group companies.

Pension funds periodically perform asset liability management studies to assess the matching of investment assets with the amount and duration of pension liabilities. Based on the outcome of these studies the nature, mix and duration of assets are regularly adjusted. The average duration of the obligations of the pension plans is about 27 years (2020: 28 years).

In 2022 the Group expects to contribute premiums of EUR 1.6 million (2021: EUR 0.8 million) to funded defined benefit plans and premiums of EUR 0.3 million (2020: EUR 0.3 million) to unfunded defined benefit plans. The principal actuarial assumptions used for the calculations were:

	2021	2020
Discount rate	0.95%	0.65%
Expected future salary increases	1.00%	1.00%
Expected future inflation	1.70%	1.70%
Expected future pension increases for active participants	1.00%	1.00%
Expected future pension increases for inactive participants	1.00%	1.00%

Sensitivity to changes in the applied assumptions can be summarized as follows:

Assumptions as at 31 December 2021	Increase of 0.25%	Decrease of 0.25%
Effect on defined benefit obligation		
Change in discount rate	- 6,117	6,675
Change in pension indexation for active participants	23	- 23
Change in pension indexation for inactive participants	6,880	- 6,325

Assumptions as at 31 December 2020	Increase of 0.25%	Decrease of 0.25%
Effect on defined benefit obligation		
Change in discount rate	- 7,499	8,196
Change in expected future salary increases	27	- 27
Change in pension indexation for active participants	2,007	- 2,117
Change in pension indexation for inactive participants	6,006	- 5,577

Historical information:

	2021	2020	2019	2018	2017
Defined benefit obligation	- 109,933	- 117,463	- 109,071	- 178,923	- 159,058
Fair value of plan assets	74,290	79,256	74,601	150,683	150,564
Surplus / deficit (-)	- 35,643	- 38,207	- 34,470	- 28,240	- 8,494
Unfunded pension liabilities	- 4,663	- 4,886	- 4,785	- 4,555	- 4,827
Total surplus / deficit (-)	- 40,306	- 43,093	- 39,255	- 32,795	- 13,321

The reduction of defined benefit obligations and the fair value of plan assets in 2019 mainly relates to the settlement of the UK defined benefit plan in 2019.

25.2 DEFINED CONTRIBUTION PENSION PLANS

In the Netherlands Boskalis has arranged a pension plan for a large part of its Dutch staff with the Pensioenfonds Grafische Bedrijven (PGB), while other employees in the Netherlands participate in the pension plans of five Dutch multi-employer pension funds or in one of the Dutch insured pension plans. In the Netherlands the tasks and responsibilities of employer, employee and pension provider in relation to pensions are set out in the Dutch Pension Act. The Pension Act stipulates the requirements and conditions that pension plans must comply with, including the requirement of integrating the plan into either a recognized pension fund or with a recognized pension insurance company and also that rights granted must be immediately funded by the employer. The law also sets requirements for the amounts of equity that pension providers should maintain. Compliance with the law is supervised by the Dutch Central Bank (DNB) and the Dutch Financial Markets Authority (AFM). In addition, the Group has a number of foreign pension plans.

Defined contribution pension plan Pensioenfonds Grafische Bedrijven

The Group has arranged its pension plan, which is qualified as a defined contribution plan, for the majority of its Dutch staff with Pensioenfonds Grafische Bedrijven, a multi-employer fund. The annual premium contribution by the Group is determined by PGB, based on the actuarial cost of purchasing pension rights on an annual basis. The Group has no obligation to cover any plan deficits, nor are there any specific separate plan assets dedicated to the Group in this pension plan that are managed by PGB. After payment of the annual premium, the Group has no obligation to pay for additional contributions or higher future premiums in the event of a shortfall at PGB, nor if the plan or the fund is terminated.

Furthermore, the Group has no entitlement to any surplus in the PGB pension fund. Future cash flows are limited to the payment of future premiums for purchasing (new) rights for the years to come. The premium is influenced by the usual, underlying actuarial assumptions, expected returns and agreed contribution ceiling. Besides Boskalis, multiple other companies have also arranged their pension plans with PGB. The Group has no direct involvement in the governance of PGB. PGB does not hold specific, segregated pension assets dedicated to the Group. The share of the Boskalis pension plans in total liabilities and assets at PGB is limited.

Dutch multi-employer pension funds

Some of the Dutch staff participate in one of five industry-wide multi-employer pension funds, all within the framework of the Dutch Pension Act. The Group has no direct involvement in the governance of the multi-employer pension funds. Employers' Associations, of which the Group is a member, designate some of the board members and/or supervisors of the multi-employer pension funds. In addition, the boards also include representatives of employees and retirees, possibly supplemented by one or more independent persons. The pension includes retirement and survivor's pension. These pension funds have indicated they are not able to provide sufficient information for a calculation in accordance with IFRS because there is no reliable and consistent basis to which to attribute the pension obligations, plan assets, and the absolute and relative share of the Group in the fund and to which to allocate income and expenses to the individual member companies of these pension funds. As a result, these defined benefit plans are recognized in these financial statements as a defined contribution plan in accordance with IFRS. In all cases relating to industry-wide multi-employer pension funds, the Group has no obligation whatsoever to pay additional contributions in the case of a deficit in the respective fund, other than paying the annual premium. Nor does the Group have a right to any surpluses in the funds. The premium covers the actuarially determined cost of purchasing the yearly rights for participants. The premium on the basis of the actuarial cost of purchasing rights in years is influenced by customary underlying actuarial assumptions, expected returns and often agreed ceilings.

In 2022 the Group expects to contribute an amount of EUR 46 million (2021: EUR 44 million) to premiums for defined contributions plans. This concerns contributions to defined contribution pension plans and pension plans arranged with multi-employer pension funds, which are accounted for as defined contribution pension plans in these financial statements, in accordance with IFRS.

26. PROVISIONS

	ONEROUS CONTRACTS	WARRANTIES	RESTRUCTURING	OTHER	TOTAL 2021	TOTAL 2020
Balance as at 1 January	21,299	21,984	11,598	12,290	67,171	95,605
Provisions made during the year	11,719	42,115	1,800	1,223	56,857	17,406
Provisions used during the year	- 5,158	- 4	- 5,858	-	- 11,020	- 39,560
Provisions reversed during the year	-	- 3,897	-	- 468	- 4,365	- 5,762
Exchange rate differences and other movements	260	-	186	151	597	- 518
Balance as at 31 December	28,120	60,198	7,726	13,196	109,240	67,171
Current	3,562	33,856	3,156	6,315	46,889	28,185
Non-current	24,558	26,342	4,570	6,881	62,351	38,986
Balance as at 31 December	28,120	60,198	7,726	13,196	109,240	67,171

The provision for onerous contracts includes provisions for unfavorable contracts with customers, mainly of the segment Offshore Energy.

The restructuring provision is mainly a result of a centralization of activities.

The (addition to) the warranty provision relates to multiple projects.

Other provisions mainly relate to various claims made against the Group or threatening to be made including potential sanctions, from legal, regulatory and governmental proceedings or uncertain repayment liabilities. The Group disputes these claims and proceedings and has made an assessment of the amount of cash outflows that can be reasonably estimated. As litigation is inherently unpredictable, the possible outcome is uncertain and the amount may differ from the provisions listed above.

27. LEASES

The Group has lease contracts for real estate, vessels and other fixed assets. The lease period for these contracts varies from 1 to 35 years, in certain cases, with extension options. The Right-of-use assets and Lease liabilities as disclosed below, do not include short term and low value leases. In general, as usual with leases, the Group's obligations under its leases are secured by the lessor's title to or legal ownership of the leased assets.

27.1 RIGHT-OF-USE ASSETS

	LAND AND BUILDINGS	FLOATING AND OTHER CONSTRUCTION EQUIPMENT	OTHER FIXED ASSETS	TOTAL
Balance as at 1 January 2021	64,392	31,103	19,510	115,005
Movements				
Additions	18,469	33,920	5,813	58,202
Depreciation	- 9,948	- 15,421	- 8,578	- 33,947
Currency translation differences and other movements	625	446	- 46	1,025
	9,146	18,945	- 2,811	25,280
Balance as at 31 December 2021	73,538	50,048	16,699	140,285

	LAND AND BUILDINGS	FLOATING AND OTHER CONSTRUCTION EQUIPMENT	OTHER FIXED ASSETS	TOTAL
Balance as at 1 January 2020	64,424	17,793	21,661	103,878
Movements				
Additions	5,413	12,215	6,533	24,161
Acquired through business combinations	6,425	10,762	1,031	18,218
Depreciation	- 8,914	- 9,645	- 10,110	- 28,669
Impairment charges	- 2,843	-	-	- 2,843
Currency translation differences and other movements	- 113	- 22	395	260
	- 32	13,310	- 2,151	11,127
Balance as at 31 December 2020	64,392	31,103	19,510	115,005

27.2 LEASE LIABILITIES

	2021	2020
Balance as at 1 January	120,948	108,313
Movements		
Additions	58,202	24,161
Assumed in business combinations	-	18,218
Accretion of interest	2,068	1,783
Payments	- 33,045	- 27,977
Currency translation differences and other movements	- 369	- 3,550
	26,856	12,635
Balance as at 31 December	147,804	120,948
Current	33,094	28,426
Non-current	114,710	92,522
Balance as at 31 December	147,804	120,948

Additions to Right-of-Use assets and Lease liabilities as disclosed in the tables above include the effects of changes to the (assumed) execution of renewal and extension options of EUR 15 million (2020: EUR 6 million), mainly relating to floating and other construction equipment. The total cash out flows for leases are EUR 35.4 million in 2021 (2020: EUR 28.6 million) including the payments relating to short term and low value lease leases (reference is made to note 8). Interest rates, remaining terms and currencies of the lease liabilities are disclosed in the explanatory notes to the financial instruments in the interest rate risk paragraph (see note 29.1.3).

28. TRADE AND OTHER PAYABLES

	31 DECEMBER	
	2021	2020
Trade payables	273,425	228,502
Taxes and social security payables	65,165	21,869
Amounts due to joint ventures and associates	34,851	21,670
Other creditors and accruals	917,292	829,224
	1,290,733	1,101,265

The trade and other payables are generally not interest-bearing.

The main component of Other creditors and accruals relates to services provided by subcontractors and suppliers working on projects which have not yet invoiced. Similar, accrued amounts are included in this line item for not yet invoiced services provided by ship-yards. Also, amounts are included that results from the proportionate consolidation of the project driven construction consortiums.

29. FINANCIAL INSTRUMENTS

GENERAL

Pursuant to the financial policy pursued by the Board of Management, the Group and its Group companies use several financial instruments in the ordinary course of business. The policy with respect to financial instruments is disclosed in more detail in the Corporate Governance section in the Annual Report. The Group's financial instruments are cash and cash equivalents, trade and other receivables, interest-bearing loans and bank overdrafts, trade and other payables and derivatives. The Group enters into derivatives transactions, mainly foreign currency forward contracts, foreign currency options and to a limited extent interest rate swaps, solely to hedge against the related risks. The Group's policy is not to trade in derivatives.

29.1 FINANCIAL RISK MANAGEMENT

The Group has exposure to the following risks from its use of financial instruments:

- credit risk;
- liquidity risk;
- market risk, consisting of: currency risk, interest rate risk and price risk.

29.1.1 CREDIT RISK

The Group has a strict acceptance and hedging policy in place for credit risks resulting from payment and political risks. Credit risks are usually covered by bank guarantees, insurance, advance payments, etc., except where the risk pertains to creditworthy, first class debtors. Credit risk procedures and the geographical and other diversification of the operations of the Group reduce the risk with regard to credit concentration.

Exposure to credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Group's unbilled revenue, trade and other receivables. The Group's exposure to credit risk is mainly determined by the characteristics and location of each individual customer.

A large part of the Group's contracting activities within the Dredging & Inland Infra and Offshore Energy operational segments is directly or indirectly performed on behalf of state-controlled authorities, wind power companies and oil and gas producers (or contractors thereof) in various countries and geographical areas. Salvage receivables (part of Towage & Salvage) are mainly outstanding with shipping companies and their Protection & Indemnity Associations (or 'P&I clubs'). The creditworthiness of new customers is individually analyzed before payment and delivery terms and conditions are offered. The same applies for contracting activities with clients the Group has done business with previously, even if business has been done for many years. The Group's review may include external credit ratings, if available, and bank references. Customers that fail to meet the Group's creditworthiness criteria may only transact with the Group on the basis of adequate credit insurance, prepayment or a bank guarantee. In general there is a healthy diversification of receivables from different customers in several countries in which the Group performs its activities. Ongoing credit assessments are performed on the financial condition of accounts receivable. The credit history of the

Group over recent years indicates that credit losses are insignificant compared to the level of activity. Therefore, management is of the opinion that credit risk is adequately controlled by the currently applicable procedures.

The payment behavior of the Group's customers remains unchanged in 2021 and 2020. COVID-19 has not impacted the Group's expected credit loss and allowances for doubtful accounts materially.

The maximum credit risk as at the balance sheet date, without taking into account the aforementioned financial risk coverage policy and instruments, consists of the carrying amounts of the financial assets as stated below.

	31 DECEMBER	
	2021	2020
Other non-current receivables	2,705	2,922
Trade receivables	371,534	276,502
Unbilled revenue	269,685	206,670
Amounts due from joint ventures and associates	6,879	5,269
Other receivables and prepayments	257,392	228,159
Derivatives	7,508	7,136
Income tax receivable	21,959	15,190
Cash and cash equivalents	762,924	824,547
	1,700,586	1,566,395

The maximum credit risk on trade receivables by operational segment was as follows as at the reporting date:

	31 DECEMBER	
	2021	2020
Dredging & Inland Infra	146,006	137,650
Offshore Energy	223,262	137,101
Towage & Salvage	1,659	1,046
Holding & Eliminations	607	705
	371,534	276,502

Loss allowances related to the expected credit loss (ECL) on unbilled revenue and trade receivables have been determined to be 0.2% (2020: 0.1%). For unbilled revenue, the ECL is incorporated in the valuation of (unbilled) revenue. The aging of trade receivables as at 31 December was as follows:

	2021			2020		
	Gross	Credit loss	Credit loss in %	Gross	Credit loss	Credit loss in %
Not past due	272,876	- 456	0.2%	210,502	- 178	0.1%
Past due 0 - 90 days	70,144	- 1,257	1.8%	30,592	- 374	1.2%
Past due 90 - 180 days	7,501	- 1,858	24.8%	26,703	- 323	1.2%
Past due 180 - 360 days	5,691	- 2,251	39.6%	7,020	- 1,094	15.6%
More than 360 days	29,047	- 7,903	27.2%	11,887	- 8,233	69.3%
	385,259	- 13,725		286,704	- 10,202	
Credit loss / Impairment	- 13,725			- 10,202		
Trade receivables at book value	371,534			276,502		

Loss allowances related to the expected credit loss (ECL) are based on the characteristics of the customers, the aging of the receivables, the performance of the Group credit risk management policy and any convincing forward-looking information. Aging and local payment practices and the legal terms applicable for payments in the respective jurisdiction are relevant to the Group's policy on writing off receivables.

The movement in the loss allowances in respect of trade receivables during the year was as follows:

	2021	2020
Balance as at 1 January	10,202	16,464
Provisions made during the year	8,009	9,732
Provisions used during the year	- 36	- 8,429
Provisions released during the year	- 9,238	- 6,032
Currency exchange rate differences	4,788	- 1,533
	3,523	- 6,262
Balance as at 31 December	13,725	10,202

Concentration of credit risk of customers

As at the reporting date there was no concentration of credit risk with any customers.

Credit risk cash and cash equivalents

The Group had cash and cash equivalents of EUR 763 million at 31 December 2021 (2020: EUR 825 million), representing its maximum credit risk exposure on these assets. The cash and cash equivalents are held with bank and financial institution counterparties with investment grade credit ratings.

29.1.2 LIQUIDITY RISK

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group's approach to managing liquidity is aimed at ensuring that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions. Liquidity projections including available credit facilities are incorporated in the regular management information reviewed by the Board of Management. The focus of the liquidity review is on the net financing capacity, being free cash (see note 22) plus available credit facilities in relation to financial liabilities (see note 24). The total of free cash and available credit facilities at year-end amounted to EUR 1.1 billion (2020: EUR 1.2 billion). Furthermore, based on the Group's financial ratios it can be concluded that the Group has significant debt capacity available under an (implied) investment grade credit profile.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

As at 31 December 2021	Book value	Contractual cash flows	One year or less	1 - 5 years	More than 5 years
US private placements	285,615	301,624	10,453	291,171	-
Export credit facility	107,684	114,006	11,223	43,782	59,001
Other interest-bearing borrowings	5,755	6,470	761	5,709	-
Bank overdrafts	13,400	13,400	13,400	-	-
Lease liabilities	147,804	160,083	33,959	74,142	51,982
Trade and other payables	1,290,733	1,290,733	1,290,733	-	-
Income tax payable	139,308	139,308	139,308	-	-
Derivatives	6,391	6,391	6,344	47	-
	1,996,690	2,032,015	1,506,181	414,851	110,983

As at 31 December 2020	Book value	Contractual cash flows	One year or less	1 - 5 years	More than 5 years
US private placements	265,330	290,231	9,722	280,509	-
Revolving multi-currency credit facility	102,446	111,953	11,206	43,712	57,035
Other interest-bearing borrowings	8,651	9,964	3,497	6,467	-
Bank overdrafts	9,555	9,597	9,597	-	-
Lease liabilities	120,948	128,689	30,256	56,890	41,543
Trade and other payables	1,101,265	1,101,265	1,101,265	-	-
Income tax payable	146,043	146,043	146,043	-	-
Derivatives	9,793	9,793	9,132	661	-
	<u>1,764,031</u>	<u>1,807,535</u>	<u>1,320,718</u>	<u>388,239</u>	<u>98,578</u>

29.1.3 MARKET RISK

Market risk concerns the risk that Group income or the value of investments in financial instruments is adversely affected by changes in market prices, such as currency exchange rates, interest rates and fuel prices. The objective of managing market risks is to keep the market risk position within acceptable boundaries while achieving the best possible return.

Currency risk

The presentation currency of the Group is the euro. A number of Group companies (the most important of which being Dockwise, Gardline and Horizon) and substantial joint ventures and associates (Smit Lamnalco and Asian Lift) have other functional currencies than the euro. The main other currency is the US dollar (the functional currency of Dockwise and Smit Lamnalco) and to a lesser extent the Pound Sterling and Singapore dollar. The revenue and expenses of these companies are largely or entirely based on their functional currency, other than the euro. In 2021 Group companies, joint ventures and associates with a functional currency other than the euro contributed approximately 28% (2020: 27%) to Group revenue, 43% (2020: - 38%) to the operating result and 34% (2020: 26%) to EBITDA.

The Board of Management has defined a policy to control foreign currency risk based on the hedging by Group companies of material transactions in foreign currencies other than the functional currency. The policy is that these Group companies hedge any material currency risks resulting from operational transactions in currencies other than their functional currency. This is mainly relevant for Group companies involved in dredging or offshore energy projects. The functional currency of a large part of the activities of Group companies is the euro. The expenses of these companies are mainly presented in euros and to a lesser extent in the local currency of the country in which the activities are undertaken. The Group contracts projects mainly in euro, US dollar, Pound Sterling and other currencies pegged to the US dollar.

The Group only uses derivative financial instruments to hedge underlying business transactions, mainly future cash flows from contracted projects. In most cases forward currency contracts are used to hedge (foreign) currency cash flows other than the functional currency. Also, cash / bank overdraft balances are sometimes used to hedge currency exposures from future cash flows. The same currency and quantity are designated to the hedge, resulting in a one-on-one relationship and in principle in a hedge ratio of one. The Group tests the economic relationship of the hedges periodically.

Exposure to currency risk

The Group's currency risk management policy was maintained in 2021 and resulted in a non-material sensitivity of the Group to currency transaction risk.

The following significant exchange rates applied during the year under review:

	Average rate		Spot rate as at 31 December	
	2021	2020	2021	2020
Euro				
US Dollar	1.183	1.146	1.137	1.224
Pound Sterling	0.861	0.885	0.840	0.895
Singapore Dollar	1.587	1.574	1.533	1.617

Currency translation risk

Currency translation risk arises mainly from the net asset position of net investments in foreign operations. Investments are viewed from a long-term perspective. Currency risks associated with such net investments in foreign operations are not hedged by means of derivatives based on the assumption that currency fluctuations and interest rate and inflation developments balance out in the long run. Items in the statement of profit or loss of these subsidiaries are translated at average exchange rates. Currency translation differences are charged or credited directly to equity.

At the reporting date the net investments in foreign operations were as follows:

	31 DECEMBER	
	2021	2020
Euro		
US dollar	593,585	547,311
Pound Sterling	297,610	121,823
Singapore dollar	77,373	28,004
	968,568	697,138

The Group has mitigated its currency translation risk by formally designating its US Private Placement loan (see note 24), amounting to USD 325 million (EUR 286 million as at 31 December 2021), for its remaining duration, as a hedge for some of its USD net investments in foreign operations. Consequently, the currency profit of EUR 20 million on this loan is accounted for in Currency translation differences on foreign operations (see note 23.6.3), partly offsetting the currency result on the translation of Group investments.

For the 2021 financial year, profit before tax, excluding the effect of non-effective cash flow hedges would have been EUR 4.2 million lower (2020: EUR 1.1 million lower) if the corresponding functional currency had strengthened by 5% in comparison to the euro, with all other variables, in particular interest rates remaining constant. This would have been mainly as a result of currency exchange effects on translation of the result of the above-mentioned net investments in foreign operations denominated in US dollars. The total impact on the currency translation reserve would have been around EUR 46 million positive (2020: approximately EUR 37 million positive). A 5% weakening of the corresponding functional currency against the euro at year-end would have had the same but opposite effect, assuming that all other variables had remained constant.

Currency transaction risk, excluding interest-bearing financing

The currency transaction risk resulting from future operational transactions in currencies other than the group companies functional currency can be summarized as follows:

	2021		2020
Euro			
Expected cash flows in US dollars	- 19,124		117,252
Expected cash flows in Pounds Sterling	23,170		16,664
Expected cash flows in Singapore dollars	53,132		24,052
Expected cash flows in Swedish kroners	6,603		10,792
Expected cash flows in Euros	3,355		- 13,428
Expected cash flows in other currencies	3,333		10,664
Expected cash flows	70,469		165,996
Cash flow hedges	- 69,064		- 152,706
Net position	1,405		13,290

Sensitivity analysis

Due to the fact that expected future cash flows in foreign currencies are hedged, the sensitivity of financial instruments, excluding interest-bearing financing, to foreign currency risk is limited for the Group. The Group is mainly funded by interest-bearing borrowings denominated in US dollars (see note 24 'Interest-bearing borrowings'). The US Private Placements expressed in US dollars are used to partly hedge the net investments in Dockwise and Fairmount, including the intercompany financing provided. Therefore and due in part to hedge accounting, the sensitivity in the profit or loss account is limited for financing in currencies other than the euro.

Interest rate risk

The Group has mainly fixed interest rate liabilities and a revolving multi-currency facility with a variable interest rate. With a view to managing interest rate risks, the policy is that interest rates for loans payable are in principle primarily fixed for the entire maturity period. This is achieved by contracting loans that carry a fixed interest rate and/or by using derivatives such as interest rate swaps.

The interest rates and maturity profiles of interest-bearing loans, lease liabilities, deposits and cash and cash equivalents are stated below.

As at 31 December 2021	Interest rate	One year or less	1 - 5 years	Over 5 years	Total
Cash and cash equivalents	- 0.26%	580,450	-	-	580,450
Short-term deposits	- 0.35%	182,474	-	-	182,474
US Private Placements (USD)	3.66%	-	- 285,615	-	- 285,615
Export Credit Facility (EUR)	1.10%	- 10,094	- 40,376	- 57,214	- 107,684
Other interest-bearing borrowings (EUR)	6.23%	- 402	- 5,353	-	- 5,755
Lease liabilities	1.64%	- 31,748	- 69,048	- 47,004	- 147,800
Bank overdrafts	1.18%	- 13,400	-	-	- 13,400
		<u>707,280</u>	<u>- 400,392</u>	<u>- 104,218</u>	<u>202,670</u>

As at 31 December 2020	Interest rate	One year or less	1 - 5 years	Over 5 years	Total
Cash and cash equivalents	- 0.25%	601,797	-	-	601,797
Short-term deposits	- 0.38%	222,750	-	-	222,750
US Private Placements (USD)	3.66%	-	- 265,330	-	- 265,330
Export Credit Facility (EUR)	1.10%	- 9,782	- 39,128	- 53,536	- 102,446
Other interest-bearing borrowings (EUR)	8.37%	- 2,814	- 5,837	-	- 8,651
Lease liabilities	1.57%	- 30,084	- 56,477	- 34,387	- 120,948
Bank overdrafts	0.44%	- 9,555	-	-	- 9,555
		<u>772,312</u>	<u>- 366,772</u>	<u>- 87,923</u>	<u>317,617</u>

The US Private Placements, the Export Credit Facility and some of the cash and cash equivalents, short-term deposits and other interest-bearing borrowings have fixed interest rates.

Sensitivity analysis

In managing interest rate risks the Group aims to reduce the impact of short-term fluctuations on Group earnings. In the long term, however, permanent changes in interest rates have an impact on profit.

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was:

	2021	2020
FIXED RATE INSTRUMENTS (INCLUDING LEASES)		
Financial assets	184,474	222,750
Financial liabilities	- 546,858	- 497,375
	<u>- 362,384</u>	<u>- 274,625</u>
VARIABLE RATE INSTRUMENTS		
Financial assets	580,450	601,797
Financial liabilities	- 13,400	- 9,555
	<u>567,050</u>	<u>592,242</u>

A drop of 100 basis points, insofar as possible, in interest rates at 31 December 2021 would have had no material impact on the Group's profit before income tax (2020: no material impact), with all other variables, in particular currency exchange rates, remaining constant. A rise of 100 basis points in interest rates at 31 December 2021 would also have had no material impact on the Group's profit before income tax (2020: no material impact), with all other variables, in particular currency exchange rates, remaining constant.

Price risks

Risks related to price developments on the purchasing side which are usually borne by the Group, for example developments in wages, costs of materials, sub-contracting costs and fuel, are also taken into account when preparing cost price calculations and tenders. Price index clauses are included in contracts wherever possible, especially on projects that extend over a long period of time.

The Board of Management has established a fuel price risk management policy stipulating, amongst other things, approved fuel price risk management instruments based on items such as the amount of fuel costs and the execution period of projects in excess of thresholds. In the event of changes to a project timeline, the Group evaluates the situation to ensure compliance with its risk management objectives and assesses whether a rollover of its position or an adjustment to the hedge is applicable. At year-end 2021 outstanding derivatives hedged the price risk of approximately 20,384 tons of gasoil (2020: 26,499 tons).

29.2 ON-BALANCE FINANCIAL INSTRUMENTS AND FAIR VALUE

Financial instruments accounted for under assets and liabilities are financial fixed assets, cash and cash equivalents, receivables, and current and non-current liabilities. Derivatives are mainly future cash flows hedged by forward contracts to which hedge accounting is applied.

The fair value of forward exchange contracts is based on their listed market price (unadjusted market prices in active markets for identical assets and liabilities) or discounted cash flows based on relevant conditions and durations of the contracts and including public interest rates for comparable instruments as at the balance sheet date, taking into account the credit risk of the counterparty. The fair value of other financial instruments is based on quoted prices or the actual interest rate as at the balance sheet date, taking into account terms and maturity. The fair value of non-interest-bearing financial instruments with a maturity of twelve months or less is deemed to be equal to their book value.

The fair value of the majority of the financial instruments does not differ materially from the book value, with the exception of a number of loans and other payables with a fixed rate. The fair value of these instruments is disclosed below.

The carrying amount, fair value and the related hierarchy of derivatives and interest-bearing borrowings with fixed interest rates are:

	As at 31 December 2021			As at 31 December 2020		
	CARRYING AMOUNT	FAIR VALUE	HIERARCHY	CARRYING AMOUNT	FAIR VALUE	HIERARCHY
Assets						
Non-current derivatives	-	-	2	518	518	2
Current derivatives	7,508	7,508	2	6,618	6,618	2
Liabilities						
Non-current derivatives	- 47	- 47	2	- 661	- 661	2
Current derivatives	- 6,344	- 6,344	2	- 9,132	- 9,132	2
Interest-bearing borrowings with fixed interest rates	- 399,054	- 411,693	3	- 376,427	- 395,844	3

Derivatives relate to foreign currency forward contracts used to hedge expected foreign currency cash inflows, with the exception of EUR 0.2 million (2020: EUR 0.3 million) of the current assets and EUR 1.3 million (2020: EUR 2.5 million) of the current liabilities that relate to expected cash outflows for fuel costs.

An amount of EUR 285.6 million (2020: EUR 265.3 million) of the carrying amount of the interest-bearing borrowings with fixed interest rates are designated to net investment hedges.

Derivatives

The composition of notional amounts of the outstanding derivatives (that are allocated in a hedge accounting relation) at year-end is presented below.

2021	WITHIN ONE YEAR	AFTER ONE YEAR	TOTAL
USD forward selling (in US dollar)	- 198,973	- 8,546	- 207,519
USD forward buying (in US dollar)	154,643	24,103	178,746
Forward selling of other currencies (average contract rates in EUR)	151,751	3,556	155,307
Forward buying of other currencies (average contract rates in EUR)	- 85,492	- 13,942	- 99,434
Fuel hedges (in MT)	11,144	9,240	20,384

2020	WITHIN ONE YEAR	AFTER ONE YEAR	TOTAL
USD forward selling (in US dollar)	- 244,486	- 39,100	- 283,586
USD forward buying (in US dollar)	143,004	17,789	160,793
Forward selling of other currencies (average contract rates in EUR)	- 95,901	-	- 95,901
Forward buying of other currencies (average contract rates in EUR)	43,671	11,681	55,352
Fuel hedges (in MT)	16,201	10,298	26,499

The average rate of the USD forward contracts as per 31 December 2021 is USD 1.126 (31 December 2020: USD 1.209).

The Board of Management has established a currency risk management policy stipulating, amongst other things, approved currency risk management instruments, based on items such as the amount of expected foreign currency cash flows and the period of these cash flows related to Group currency risk thresholds. In the event of changes to a project timeline and related foreign currency cash flows, the Group evaluates the circumstances to ensure compliance with its risk management objectives and assesses whether a rollover of its position or an adjustment to the hedge is applicable.

The economic relationship between the hedged risk and the assigned derivative is determined by their critical terms. In general the Group uses the same underlying volume and currency of the hedged risk for the derivative, which results in a 1:1 hedge ratio. Limited ineffectiveness occurs in these hedge relationships due to changes in the timing of the hedged transactions. The remaining time to maturity of these derivatives is directly linked to the remaining time to duration of the related underlying contracts in the order book.

Cash flows from forward currency buying and selling can be rolled forward at the settlement date if they differ from the underlying cash flows.

The results on cash flow hedges recognized in Group equity are as follows:

	2021	2020
Hedging reserve as at 1 January	- 11,477	- 521
Movement in fair value of cash flow hedges recognized in Group equity	4,165	- 9,888
Recycled to the Consolidated Statement of Profit or Loss (raw materials, consumables, services and subcontracted work)	315	2,797
Total directly recognized in Group Equity (Consolidated Statement of Other Comprehensive Income, in the item Movement in fair value of cash flows hedges)	4,480	- 7,091
Taxation	- 497	- 103
Directly charged to hedging reserve (net of taxes)	3,983	- 7,194
Change in fair value of cash flow hedges from joint ventures and associates, after taxation	3,530	- 3,762
	3,530	- 3,762
Hedging reserve as at 31 December	- 3,964	- 11,477

Any spot elements of the hedges that are separated from the forward element and basic spread elements are included separately in the hedging reserve. At 31 December 2021 the cost of hedging was EUR 0 million (2020: EUR 2 million positive). During 2021, an increase of EUR 1 million transcends a release of EUR 0 million (2020: a decrease of EUR 5 million and a release of EUR 2 million respectively).

The results on non-effective cash flow hedges are presented within the costs of raw materials, consumables, services and subcontracted work and amount to EUR 0.2 million positive in 2021 (2020: EUR 0.2 million positive).

The changes in fair values used to assess the effectiveness of the hedge relationships are as follows:

	Derivatives		Hedged risk	
	2021	2020	2021	2020
USD	- 1,822	4,910	1,749	- 7,980
Other, including fuel hedges	3,628	- 4,149	- 3,483	1,485

Netting of financial instruments

The Group does not net financial instruments in its statement of financial position.

29.3 CAPITAL MANAGEMENT

The Board of Management's policy is to maintain a strong capital base to maintain customer, investor, creditor and market confidence and to support the future development of the business. The Board of Management monitors the return on equity, which the Group defines as net operating income divided by total shareholders' equity, excluding minority interests. The Board of Management also monitors the level of dividend to be paid to holders of ordinary shares. For the dividend policy, see the Shareholders Information in the Annual Report.

There were no changes in the Group's approach to capital management during the year. Neither the Group nor any Group companies are subject to externally imposed capital requirements.

The Group's solvency calculated as the ratio of total liabilities (EUR 2,608 million, 2020: EUR 2,242 million) to Group equity (EUR 2,405 million; 2020: EUR 2,286 million) amounted to 1.08 (2020: 0.98) at the reporting date.

29.4 OTHER FINANCIAL INSTRUMENTS

By decision of the General Meeting of Shareholders held on 9 May 2001 the foundation Stichting Continuïteit KBW (the 'Foundation') was granted the right to acquire cumulative protective preference shares in Royal Boskalis Westminster N.V. for an amount equal to the nominal amount of the ordinary shares outstanding at the time of issue of the shares concerned, minus the nominal value of one ordinary share. This right qualifies as a derivative financial liability and is subject to the following important conditions. The cumulative protective preference shares shall only be issued to the Foundation against payment of at least one fourth of the nominal sum. Additional payments on cumulative protective preference shares shall only take place after Royal Boskalis Westminster N.V. will have called these payments. After the issue of cumulative protective preference shares to the Foundation, Royal Boskalis Westminster N.V. is obliged, if the Foundation so requires, to reverse the issue by buyback or by cancellation with repayment, at the discretion of Foundation. The dividend regarding the cumulative protective preference shares, if issued, is equal to the average of the Euribor interest, calculated for loans with a term of one year – pro rata the number of days to which such percentage applied – during the financial year for which the distribution is made, plus a maximum of four percentage points. The lastly mentioned increase shall be determined by the Board of Management, subject to the approval of the Supervisory Board. The interest and credit risk is limited. The fair value of the option right is zero. The option of issuing such cumulative protective preference shares was not exercised during the period under review.

30. COMMITMENTS AND CONTINGENT LIABILITIES

Short term and low value lease obligations

At 31 December 2021 the Group has short term and low value lease obligations for EUR 1,049 thousand (2020: EUR 1,007 thousand), EUR 727 thousand (2020: EUR 561 thousand) is payable within one year or less and EUR 322 thousand (2020: EUR 446 thousand) is payable between one and five years.

Guarantees

The guarantee commitments as at 31 December 2021 amounted to EUR 847 million (2020: EUR 786 million) and can be specified as follows:

	2021	2020
Guarantees provided with respect to:		
Joint ventures	6,885	47,900
Contracts and joint operations	838,815	736,800
Lease obligations and other financial obligations	1,300	1,400
	847,000	786,100

The above-mentioned guarantees outstanding as at 31 December 2021 refer to guarantees and counter guarantees provided to financial institutions for approximately EUR 846 million (2020: approximately EUR 785 million). At year-end 2021, 23 key Group companies were jointly and severally liable in respect of credit facilities and guarantees provided to several Group companies. In respect of these facilities, it has been agreed to limit the provision of further securities on existing property, plant and equipment.

Group companies are jointly and severally liable for the non-consolidated part of the liabilities of their joint operations amounting to EUR 201 million (2020: EUR 197 million). Group companies are also jointly and severally liable for performance obligations for contracts with third parties in project-driven construction consortiums. In addition, certain recourse obligations exist in respect of project financiers and guarantees of deployment relating to equipment. Where deemed necessary, provisions have been made.

In principle the Group does not provide parent company guarantees to its subsidiaries, other than for commercial reasons. Group companies have filed declarations of joint and several liability for a number of subsidiaries with the Chamber of Commerce.

Capital commitments

As at 31 December 2021 capital expenditure and acquisition commitments amounted to EUR 87 million (year-end 2020: EUR 112 million).

Other

Several legal proceedings and investigations, including regulatory and other governmental, are regularly instituted against (entities of) Royal Boskalis Westminster N.V. Tax positions are, inherently to operating internationally and across borders, in certain cases uncertain. Accruals respective provisions were made where deemed necessary if a reliable estimate of the future cash outflows could be made. Dutch companies form part of a fiscal unity. The companies are therefore liable for the tax obligations of the fiscal unity as a whole.

31. RELATED PARTIES

31.1 IDENTITY OF RELATED PARTIES

The identified related parties of the Group are its Group companies, joint ventures, associates (see note 17), shareholders with significant influence, pension funds that are classified as funded defined benefit pension plans in accordance with IAS 19 and the members of the Supervisory Board and Board of Management. There were no significant changes to the companies and people related to the Group.

GROUP COMPANIES

The following are the most relevant active Group companies, presented in accordance with the operational segment (division) where the respective entity primarily performs and reports on its activities.

COMPANY	CITY	COUNTRY	2021	2020
DREDGING & INLAND INFRA				
Boskalis Dredging & Inland Infra Holding B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Environmental B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis International B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Nederland B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Nederland Infra B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Transport B.V.	Capelle aan den IJssel	The Netherlands	100%	100%
Boskalis Westminster International B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Westminster Shipping B.V.	Papendrecht	The Netherlands	100%	100%
BW Marine B.V.	Papendrecht	The Netherlands	100%	100%
BW Soco B.V.	Papendrecht	The Netherlands	100%	100%
Cofra B.V.	Amsterdam	The Netherlands	100%	100%
Hydronamic B.V.	Papendrecht	The Netherlands	100%	100%
J. van Vliet B.V.	Amsterdam	The Netherlands	100%	100%
HDC Wasserbau Nord GmbH	Hamburg	Germany	100%	100%
Heinrich Hirdes EOD Services GmbH	Hamburg	Germany	100%	100%
Heinrich Hirdes GmbH	Hamburg	Germany	100%	100%
Heinrich Hirdes Kampfmittelräumung GmbH	Hamburg	Germany	100%	100%
Boskalis Marine Contracting Limited	Fareham	United Kingdom	100%	100%
Boskalis Westminster Limited	Fareham	United Kingdom	100%	100%
Cofra Limited	Fareham	United Kingdom	100%	100%
Rock Fall Company Limited	Fareham	United Kingdom	100%	100%
Westminster Gravels Limited	Fareham	United Kingdom	100%	100%
Boskalis Denmark ApS	Copenhagen	Denmark	100%	100%
Irish Dredging Company Limited	Cork	Ireland	100%	100%
Atlantique Dragage SARL	Saint Germain en Laye	France	100%	100%
Sociedad Española de Dragados S.A.	Madrid	Spain	100%	100%
Boskalis Italia S.r.l. Unipersonale	Rome	Italy	100%	100%
Terramare Oy	Espoo	Finland	100%	100%
Boskalis Sweden AB	Tollered	Sweden	100%	100%
Boskalis Polska Sp. Zo.o	Szczecin	Poland	100%	100%
Boskalis S.R.L.	Constanta	Romania	100%	100%
Limited Liability Company "Boskalis"	St. Petersburg	Russian Federation	100%	100%
Boskalis Dredging & Inland Infra Holding Limited	Limassol	Cyprus	100%	100%
Boskalis Westminster Contracting Limited	Limassol	Cyprus	100%	100%
BW Marine (Cyprus) Limited	Limassol	Cyprus	100%	100%
Boskalis Maroc s.a.r.l.	Tangier	Morocco	100%	100%
Boskalis do Brasil Dragagem e Serviços Marítimos Ltda	Rio de Janeiro	Brazil	100%	100%
Stuyvesant Environmental Contracting, LLC	Wilmington	United States of America	100%	100%
Stuyvesant Projects Realization, Inc.	Wilmington	United States of America	100%	100%
Boskalis Canada Dredging & Marine Services Ltd	Vancouver	Canada	100%	100%
Boskalis Marine Contracting and Offshore Services S.A. de C.V.	Mexico City	Mexico	100%	100%
Dragamex S.A. de CV	Mexico City	Mexico	100%	100%
Boskalis Panama S.A.	Panama City	Panama	100%	100%
Boskalis Guyana Inc.	Georgetown	Guyana	100%	100%
Boskalis International Uruguay S.A.	Colonia del Sacramento	Uruguay	100%	100%
Dravensa C.A.	Caracas	Venezuela	100%	100%
Boskalis East Africa Limited	Nairobi	Nigeria	100%	100%
Nigerian Westminster Dredging and Marine Limited	Lagos	Nigeria	60%	60%
Boskalis Westminster Contracting FZE	Lekki	Nigeria	100%	100%
BKI Gabon S.A.	Libreville	Gabon	100%	100%
Boskalis International Maldives Private Limited	Male	Maldives	100%	100%

COMPANY	CITY	COUNTRY	2021	2020
Boskalis Mozambique Limitada	Maputo	Mozambique	100%	100%
Boskalis Westminster Oman LLC *	Muscat	Oman	49%	49%
Boskalis Westminster Al Rushaid Co Ltd. *	Al Khobar	Saudi Arabia	49%	49%
Boskalis Australia Pty Ltd	Perth	Australia	100%	100%
Boskalis International (S) Pte Ltd	Singapore	Singapore	100%	100%
P.T. Boskalis International Indonesia	Jakarta	Indonesia	100%	100%
Boskalis Smit India LLP	Mumbai	India	100%	100%
Boskalis Philippines Inc.	Pasay City	Philippines	100%	100%
OFFSHORE ENERGY				
Black Marlin B.V.	Papendrecht	The Netherlands	100%	100%
Blue Marlin B.V.	Papendrecht	The Netherlands	100%	100%
Bokalift 1 B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Holding I (dollar) B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Holding II (dollar) B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Contracting B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Fleet Management B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Heavy Marine Transport B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Holding B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore International B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore International Holding B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Long Distance Towage B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Marine Contracting B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Marine Services B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Shipping B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Subsea Contracting B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Subsea Services (Europe) B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Subsea Cables B.V.	Papendrecht	The Netherlands	100%	100%
BW Marine (NL) B.V.	Papendrecht	The Netherlands	100%	100%
Dockwise Vanguard B.V.	Papendrecht	The Netherlands	100%	100%
Fairmount Alpine B.V.	Papendrecht	The Netherlands	100%	100%
Fairmount Expedition B.V.	Papendrecht	The Netherlands	100%	100%
Fairmount Glacier B.V.	Papendrecht	The Netherlands	100%	100%
Fairmount Sherpa B.V.	Papendrecht	The Netherlands	100%	100%
Fairmount Summit B.V.	Papendrecht	The Netherlands	100%	100%
Fairstar Finesse B.V.	Papendrecht	The Netherlands	100%	100%
Fairstar Fjell B.V.	Papendrecht	The Netherlands	100%	100%
Fairstar Forte B.V.	Papendrecht	The Netherlands	100%	100%
Fairstar Heavy Transport N.V.	Papendrecht	The Netherlands	100%	100%
Offshore Equipment B.V.	Papendrecht	The Netherlands	100%	100%
Stemat Beheer B.V.	Papendrecht	The Netherlands	100%	100%
Stemat Holding B.V.	Papendrecht	The Netherlands	100%	100%
Stemat Support Services B.V.	Papendrecht	The Netherlands	100%	100%
Target B.V.	Papendrecht	The Netherlands	100%	100%
Triumph B.V.	Papendrecht	The Netherlands	100%	100%
Trustee B.V.	Papendrecht	The Netherlands	100%	100%
VBMS Holding B.V.	Papendrecht	The Netherlands	100%	100%
White Marlin B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Offshore Belgium N.V.	Antwerp	Belgium	100%	100%
Boskalis Offshore Transport Services N.V.	Antwerp	Belgium	100%	100%
Dredging & Contracting Belgium N.V.	Overijse	Belgium	100%	100%
Boskalis Offshore GmbH	Wilhelmshaven	Germany	100%	100%
Boskalis Offshore International GmbH	Wilhelmshaven	Germany	100%	100%
Boskalis Offshore Subops GmbH	Wilhelmshaven	Germany	-	100%
Boskalis Subsea GmbH	Wilhelmshaven	Germany	100%	100%
Boskalis Offshore Limited	Fareham	United Kingdom	100%	100%
Boskalis Subsea Limited	Fareham	United Kingdom	100%	100%
Boskalis Subsea North Star Limited	Fareham	United Kingdom	100%	100%
Boskalis Subsea Services Limited	Fareham	United Kingdom	100%	100%
Gardline Limited	Great Yarmouth	United Kingdom	100%	100%
Gardline Shipping Limited	Great Yarmouth	United Kingdom	100%	100%
Boskalis Subsea Cables ApS	Copenhagen	Denmark	100%	100%
Boskalis Offshore AS	Stavanger	Norway	100%	100%
Boskalis Offshore Subsea Contracting Azerbaijan LLC	Baku	Azerbaijan	100%	100%
Boskalis Offshore Contracting LLC	Wilmington	United States of America	100%	100%
Boskalis Offshore Contracting El Salvador S.A. de C.V.	San Salvador	El Salvador	100%	100%
Boskalis Offshore Subsea Services (Middle East) L.L.C.*	Dubai	United Arab Emirates	49%	49%
Horizon Survey Company (FZE)	Sharjah	United Arab Emirates	100%	100%

COMPANY	CITY	COUNTRY	2021	2020
Boskalis Offshore Singapore Pte. Ltd.	Singapore	Singapore	100%	100%
Smit Holding Singapore Pte. Ltd.	Singapore	Singapore	100%	100%
Smit Shipping Singapore Pte. Ltd.	Singapore	Singapore	100%	100%
Smit Singapore Pte. Ltd.	Singapore	Singapore	100%	100%
Boskalis HwaChi Offshore Wind Taiwan Co., Ltd *	Taipei City	Taiwan	49%	49%
TOWAGE & SALVAGE				
SMIT Salvage B.V.	Papendrecht	The Netherlands	100%	100%
Smit Salvage Pte. Ltd.	Singapore	Singapore	100%	100%
Smit Marine South Africa (Pty) Ltd.	Cape Town	South Africa	100%	100%
Smit Salvage Americas, LLC	Houston	United States	100%	100%
HOLDING & ELIMINATIONS				
Baggermaatschappij Boskalis B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Finance B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Holding B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Westminster Dredging B.V.	Papendrecht	The Netherlands	100%	100%
Smit Internationale Beheer B.V.	Papendrecht	The Netherlands	100%	100%
Smit Internationale N.V.	Papendrecht	The Netherlands	100%	100%
Smit International Overseas B.V.	Papendrecht	The Netherlands	100%	100%
Smit Nederland B.V.	Papendrecht	The Netherlands	100%	100%
Smit Vessel Management Services B.V.	Papendrecht	The Netherlands	100%	100%
Boskalis Germany Holding GmbH	Hamburg	Germany	100%	100%
UAB "Boskalis Baltic"	Klaipeda	Lithuania	100%	100%
B.K.W. Dredging and Contracting Limited	Nicosia	Cyprus	100%	100%
Boskalis Westminster Dredging Limited	Limassol	Cyprus	100%	100%

* The Group holds a legal interest of 50% or less in these entities, but has the majority of voting power. As a consequence, the Group consolidates these subsidiaries in accordance with the principles of financial reporting set out in paragraph 3.

OTHER RELATED PARTIES

Joint ventures and associates

The main active joint ventures and associates are mentioned in note 17.

Pension plans classified as funded defined benefit pension plans

See note 25.1 for information on pension plans that are classified as funded defined benefit pension plans in accordance with IAS 19. There were no changes and further material transactions with these pension funds as disclosed in this note.

Members of the Board of Management and members of the Supervisory Board

The only key management officers qualifying as related parties are the members of the Board of Management and the members of the Supervisory Board.

31.2 RELATED PARTY TRANSACTIONS

Joint ventures and associates

Transactions with joint ventures and associates as part of regular business take place under normal business conditions at arm's length. In 2021 these transactions regarding sales and purchases amounted to EUR 4.3 million and EUR 46.5 million, respectively (2020: EUR 2.8 million and EUR 36.9 million, respectively). Amounts receivable from and amounts payable to joint ventures and associates were EUR 6.9 million and EUR 34.9 million, respectively (2020: EUR 5.3 million and EUR 21.7 million, respectively).

Transactions with members of the Board of Management and members of the Supervisory Board

The charges as accounted for in the Consolidated Statement of Profit or Loss resulting from the remuneration of current and former members of the Board of Management and members of Supervisory Board of the Company in 2021 and 2020 were as follows:

	Annual salaries and remuneration	Employer's pension contributions	Short-term variable remuneration	Long-term variable remuneration	Other reimbursements	Total	2020
Members of the Board of Management							
Dr. P.A.M. Berdowski	896	312	595	1,107	25	2,935	2,231
T.L. Baartmans	648	223	387	580	27	1,865	1,475
B.H. Heijermans	501	140	300	449	19	1,409	1,075
C. van Noort	501	124	300	412	25	1,362	1,050
	2,546	799	1,582	2,548	96	7,571	5,831
Members of the Supervisory Board							
J. van der Veer	71				2	73	73
I. Haaijer (up to 30 June 2020)	-				-	-	26
H.J. Hazewinkel (up to 30 June 2020)	-				-	-	32
R.V.M. Jones - Bos (from 30 June 2020)	50				2	52	26
J.P. de Kreij	55				2	57	56
D.A. Sperling	56				2	58	56
J.A. Tammenoms Bakker	52				2	54	53
J. N. van Wiechen	56				2	58	58
	340				12	352	380
Total 2021	2,886	799	1,582	2,548	108	7,923	
Total 2020	2,913	748	1,357	1,092	101		6,211

Employer's pension contributions

Employer's pension contributions include the pension compensation for salaries exceeding EUR 110 thousand, as well as the pension premiums paid (EUR 112 thousand per person).

Long-term variable remuneration

The members of the Board of Management participate in long-term (three-year) incentive plans, which are based partly on the development of the share price of the ordinary shares of Boskalis and partly on the realization of certain objectives, which are defined by the Supervisory Board and are in line with the strategic agenda and the objectives of Boskalis. The charges for the long-term variable incentive plans are, until the actual payment is determined by the Remuneration Committee, based on the assumption that the performance of the Board of Management is on target.

The total value of the long-term variable remuneration payable to the members of the Board of Management is recalculated on each reporting date and on the settlement date and the remeasurement is recognized through a change of provision in the balance sheet and as personnel expenses in the Statement of profit or loss. In the reporting period the charge for the long-term variable remuneration (EUR 2,548 thousand; 2020: EUR 1,092 thousand) includes a charge relating to the remeasurements of the provision as per 1 January for EUR 0.7 million (2020: benefit EUR 0.1 million).

Short-term variable remuneration

The short-term variable remuneration expenses relates to targets for the reporting year.

Balance sheet position

As at 31 December 2021 the Group recognized the accruals corresponding to the long-term and short-term variable remuneration plans as a liability in the balance sheet item Trade and other payables of EUR 5.9 million (2020: EUR 3.7 million), of which EUR 4.3 million (2020: EUR 2.3 million) relates to the long-term incentive plans.

31.3 JOINT OPERATIONS

The Group has activities in the Dredging & Inland Infra and Offshore Energy operational segments through joint operations which are not related parties as defined in IFRS. Legally these joint operations comprise project-driven construction consortiums. In joint operations joint control is established by contract and the Group has rights to the assets and is liable for the debts of the operations. An amount of EUR 499 million of Group revenue was realized through joint operations (2020: EUR 476 million). The balance sheet of the Group holds current assets of EUR 293 million (2020: EUR 260 million), including cash and cash equivalents (refer to note 22) and an amount of EUR 226 million (2020: EUR 218 million) of current liabilities that was included on a pro-rata basis in accordance with the Group's interest in these joint operations. Temporary and other surpluses and shortages in the financing of a joint operation are withdrawn or financed by the partners in the joint operation. At year-end 2021, Group companies owed joint operations an amount of EUR 225.7 million (2020: EUR 207.1 million) and held EUR 82.2 million (2020: EUR 78.5 million) in receivables from joint operations. Similar to contracts of Group companies, guarantees are also provided for contracts of joint operations by the Group or one of its Group companies. The guarantee commitments regarding joint operations are disclosed in note 30 as part of the guarantee commitments relating to contracts and joint ventures. Group companies are jointly and severally liable for the non-consolidated part of the liabilities of their joint operations which are disclosed in note 29. The guarantees provided are predominantly backed up by comparable receivables from the clients of the joint operations, reducing the Group's exposure.

The table below shows the legal share in the major joint operations (project driven construction consortiums) in which the Group is/or was involved:

COMPANY	COUNTRY	2021	2020
DREDGING & INLAND INFRA			
Boskalis Van Oord Pluit City JV V.O.F.	The Netherlands	50%	50%
Combinatie ABS aan Zee V.O.F.	The Netherlands	50%	50%
Combinatie BaggerIJ	The Netherlands	50%	50%
Combinatie BokAt	The Netherlands	50%	50%
Combinatie IJburg	The Netherlands	80%	80%
Combinatie Isala Delta	The Netherlands	50%	50%
Combinatie Maasbaggeren	The Netherlands	50%	-
Combinatie Regenboog V.O.F.	The Netherlands	38%	38%
Combinatie Van Hattum en Blankevoort - Boskalis	The Netherlands	50%	50%
MSB Grind & Zand V.O.F.	The Netherlands	33%	33%
Projectorganisatie Uitbreiding Maasvlakte (PUMA)	The Netherlands	50%	50%
SAAone EPCM Bouwcombinatie V.O.F.	The Netherlands	30%	30%
Unie van Marken V.O.F.	The Netherlands	70%	70%
ZSNH Combinatie Van Oord/Boskalis V.O.F.	The Netherlands	50%	50%
TM Rinkoniën Rooyersluis	Belgium	21%	-
TM Rinkoniën Oosterweelknoop	Belgium	20%	-
Fehmarn Belt Contractors I/S	Denmark	50%	50%
NMDC-Boskalis-Van Oord-Jan de Nul Consortium for Suez Canal Project	Egypt	25%	25%
BSI – JDN Joint - Venture	India	51%	51%
Ras Laffan Port Extension	Qatar	50%	50%
Boskalis / Penta-Ocean Joint Venture	Singapore	51%	51%
Penta-Ocean / Hyundai / Boskalis JV	Singapore	30%	30%
Bahia Blanca	Argentina	50%	50%
Consorcio Boskalis-Dredging International	Uruguay	50%	50%
OFFSHORE ENERGY			
Boskalis Offshore AS - Deme Offshore NL B.V. V.O.F.	The Netherlands	50%	50%
JV North Sea Link	The Netherlands	50%	50%
Thames JV	The Netherlands	50%	50%
VBNK Borssele V.O.F.	The Netherlands	50%	50%
Vulcan & Viking JV	The Netherlands	50%	50%

COMPANY STATEMENT OF PROFIT OR LOSS

(in thousands of EUR)	Note	2021	2020
OPERATING INCOME			
Other operating income	[8]	<u>8,553</u>	<u>6,507</u>
		8,553	6,507
OPERATING EXPENSES			
Other operating expenses	[8]	<u>- 8,553</u>	<u>- 6,507</u>
		- 8,553	- 6,507
PROFIT/LOSS (-) BEFORE TAXATION			
		<u>-</u>	<u>-</u>
Result of group company	[3]	150,846	- 96,523
NET PROFIT/LOSS (-)		<u>150,846</u>	<u>- 96,523</u>

COMPANY STATEMENT OF FINANCIAL POSITION

(BEFORE PROFIT APPROPRIATION)

		31 DECEMBER	
(in thousands of EUR)	Note	2021	2020
ASSETS			
Non-current assets			
Investments in group companies	[3]	<u>2,403,727</u>	2,261,498
		2,403,727	2,261,498
Current assets			
Amounts due from group companies		<u>300</u>	21,717
		300	21,717
Total assets		<u>2,404,027</u>	<u>2,283,215</u>
EQUITY AND LIABILITIES			
Shareholders' equity			
Issued capital	[4]	1,303	1,303
Share premium	[4]	637,019	637,019
Other legal reserves	[5]	122,136	104,217
Hedging reserve	[5]	- 3,964	- 11,477
Revaluation reserve	[5]	2,815	81,995
Currency translation reserve	[5]	196,942	147,520
Other reserves	[5]	- 20,531	- 22,158
Retained earnings		1,317,461	1,441,319
Profit/loss (-) for the year	[6]	<u>150,846</u>	<u>- 96,523</u>
		2,404,027	2,283,215
Total equity and liabilities		<u>2,404,027</u>	<u>2,283,215</u>

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(in thousands of EUR)	Note	Balance as at 1 January 2021	Repurchase own ordinary shares	Cash dividend	Cancellation own ordinary shares	Movement retained earnings	Other movements	Total recognized income and expenses	Balance as at 31 December 2021
Issued capital	[4]	1,303			-				1,303
Share premium	[4]	637,019			-				637,019
		638,322			-				638,322
Other legal reserves	[5]	104,217					17,919	-	122,136
Hedging reserve	[5]	- 11,477					-	7,513	- 3,964
Revaluation reserve	[5]	81,995					- 79,180	-	2,815
Currency translation reserve	[5]	147,520					-	49,422	196,942
Other reserves	[5]	- 22,158					-	1,627	- 20,531
Retained earnings		1,441,319	- 23,777			- 161,342	61,261	-	1,317,461
		1,741,416	- 23,777			- 161,342	-	58,562	1,614,859
Profit/loss (-) appropriation 2020		- 96,523		- 64,819	-	161,342		-	-
Net profit/loss (-) 2021		-		-	-	-		150,846	150,846
Profit/loss (-) for the year	[6]	- 96,523		- 64,819	-	161,342		150,846	150,846
Shareholders' equity		2,283,215	- 23,777	- 64,819	-	-	-	209,408	2,404,027

(in thousands of EUR)	Note	Balance as at 1 January 2020	Repurchase own ordinary shares	Cash dividend	Cancellation own ordinary shares	Movement retained earnings	Other movements	Total recognized income and expenses	Balance as at 31 December 2020
Issued capital	[4]	1,354			- 51				1,303
Share premium	[4]	636,968			51				637,019
		638,322			-				638,322
Other legal reserves	[5]	131,351					- 27,134	-	104,217
Hedging reserve	[5]	- 521					-	- 10,956	- 11,477
Revaluation reserve	[5]	80,604					1,391	-	81,995
Currency translation reserve	[5]	213,166					-	- 65,646	147,520
Other reserves	[5]	- 20,483					-	- 1,675	- 22,158
Retained earnings		1,374,026	- 33,337			74,887	25,743	-	1,441,319
		1,778,143	- 33,337			74,887	-	- 78,277	1,741,416
Profit/loss (-) appropriation 2019		74,887		-	-	- 74,887		-	-
Net profit/loss (-) 2020		-		-	-	-		- 96,523	- 96,523
Profit/loss (-) for the year	[6]	74,887		-	-	- 74,887		- 96,523	- 96,523
Shareholders' equity		2,491,352	- 33,337	-	-	-	-	- 174,800	2,283,215

EXPLANATORY NOTES TO THE COMPANY FINANCIAL STATEMENTS

1. GENERAL

The company financial statements of Royal Boskalis Westminster N.V. (the 'Company') are included in the Consolidated Financial Statements 2021 of Royal Boskalis Westminster N.V.

2. PRINCIPLES OF FINANCIAL REPORTING

2.1 ACCOUNTING POLICIES

The company financial statements have been drawn up using the reporting standards applied for preparing the consolidated financial statements, in accordance with Section 362(8), Part 9 of Book 2 of the Dutch Civil Code except for the investment in its subsidiary. Based on Section 362(1), Part 9 of Book 2 of the Dutch Civil Code, the consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union. These accounting principles are disclosed in note 3 of the consolidated financial statements, unless stated otherwise below.

2.2 FORMAT

Unless stated otherwise, all amounts in these explanatory notes are stated in thousands of euros. The company statement of financial position is drawn up before profit appropriation.

2.3 INVESTMENTS IN GROUP COMPANIES

Investments in Group companies are accounted for using the accounting policies for assets, liabilities, provisions and profit or loss, as described in the principles of financial reporting and applied in the consolidated financial statements of Royal Boskalis Westminster N.V.

2.4 AMOUNTS DUE FROM GROUP COMPANIES

Amounts due from Group companies are stated initially at fair value and subsequently at amortized cost, using the effective interest rate, less impairments.

2.5 AMOUNTS DUE TO GROUP COMPANIES

Amounts due to Group companies are recognized initially at fair value and subsequently at amortized cost, using the effective interest rate.

2.6 RESULT OF GROUP COMPANY

Result of Group company consists of the share of the Company in the result after taxation of its Group company. Results on transactions, where the transfer of assets and liabilities between the Company and its participating interests, and mutually between participating interests themselves, are not incorporated as far as they can be deemed to be unrealized.

3. INVESTMENTS IN GROUP COMPANIES

Investments in Group companies solely consist of the 100% investment in Boskalis Westminster Dredging B.V., Papendrecht. The table below shows the movements in this investment:

	2021	2020
Balance as at 1 January	2,261,498	2,484,865
Dividend received	- 67,179	- 48,567
Profit/loss (-) for the year	150,846	- 96,523
Movements directly recognized in equity of group company	58,562	- 78,277
Balance as at 31 December	2,403,727	2,261,498

See notes 17 and 31.1 of the Consolidated Financial Statements 2021 for an overview of the most important directly and indirectly held Group companies.

4. ISSUED CAPITAL AND OPTIONAL DIVIDEND

The authorized share capital of EUR 4.8 million (2020: EUR 4.8 million) is divided into 240,000,000 (2020: 240,000,000) ordinary shares with a par value of EUR 0.01 (2020: EUR 0.01) each and 80,000,000 (2020: 80,000,000) cumulative protective preference shares with a par value of EUR 0.03 (2020: EUR 0.03) each.

In 2021 a dividend of EUR 0,50 per share was distributed relating to the 2020 financial year for a total amount of EUR 64.8 million. Dividend to all shareholders was in cash. As a result, no new ordinary shares were issued related to distributed dividend. A total of 895,362 shares were repurchased through the share buyback program (2020: 1,506,377).

(in number of ordinary shares)	2021	2020
Issued and fully paid shares entitled to dividend as at 1 January	130,220,260	131,726,637
Repurchased shares	- 895,362	- 1,506,377
Issued and fully paid shares entitled to dividend as at 31 December	129,324,898	130,220,260
Treasury stock	952,934	57,572
Issued and fully paid shares as at 31 December	130,277,832	130,277,832

The issued capital as at 31 December 2021 consists of 130,277,832 ordinary shares with a par value of EUR 0.01 each (2020: EUR 0.01) for a total amount of EUR 1.3 million (2020: EUR 1.3 million). Share premium comprises additional paid-in capital exceeding the par value of outstanding shares. Share premium is distributable free of tax. For the movements relating the repurchase share program, treasury stock and dividend see note 23 of the consolidated financial statements. The Stichting Continuïteit KBW received an option right to acquire cumulative protective preference shares in Royal Boskalis Westminster N.V. This option has not been exercised yet.

5. OTHER RESERVES

With regard to the difference between the cost price and equity value of joint ventures and associates recognized in accordance with the equity method, a legally required reserve is recognized due to a lack of control over the distribution of profits, only to the extent that these differences are not included in the accumulated currency translation differences on foreign operations. The legal reserve for non-distributed profits of group and/or joint ventures and associates amounted to EUR 122.1 million at the end of 2021 (2020: EUR 104.2 million). The legal reserve for joint ventures and associates is determined on an individual basis.

The other reserves recognized in the company balance sheet are disclosed in the notes to the consolidated financial statements (note 23.6).

6. PROFIT OR LOSS FOR THE YEAR

An amount of EUR 86.2 million will be added to the retained earnings. The proposal to the Annual General Meeting will be to appropriate the remainder, EUR 64.6 million for a dividend payment to the shareholders of EUR 0.50 per ordinary share. The proposed dividend will be made payable in cash.

7. FINANCIAL INSTRUMENTS

General

Pursuant to its use of financial instruments, the Group is exposed to credit risk, liquidity risk and market risk. The notes to the consolidated financial statements provide information on the Group's exposure to each of these risks, its objectives, principles and procedures for managing and measuring these risks, as well as group capital management. These risks, objectives, principles and procedures for managing and measuring these risks as well as capital management apply mutatis mutandis to the company financial statements of Royal Boskalis Westminster N.V.

Fair value

The fair value of the majority of the financial instruments presented in the balance sheet, including receivables, securities, cash and cash equivalents and current liabilities are close to their carrying value.

8. OPERATING INCOME AND EXPENSES

Other operating expenses comprise the remuneration of the members of the Board of Management and members of the Supervisory Board for a total amount of EUR 7.9 million (2020: EUR 6.2 million) (see note 31.2) as well as other third-party expenses of EUR 0.6 million (2020: EUR 0.3 million). Other operating expenses are borne by Group companies and these are reported as Other operating income.

9. REMUNERATION OF THE MEMBERS OF THE BOARD OF MANAGEMENT AND MEMBERS OF THE SUPERVISORY BOARD

The remuneration of members of the Board of Management and members of the Supervisory Board is disclosed in the consolidated financial statements under Related party transactions (note 31.2).

10. AUDITOR REMUNERATION

Ernst & Young Accountants LLP and its entire network charged the following fees to the Company and its subsidiaries:

	2021			2020		
	Ernst & Young Accountants LLP	Other EY network	Total	Ernst & Young Accountants LLP	Other EY network	Total
Audit of the financial statements	2,222	399	2,621	2,412	377	2,789
Other audit engagements	67	86	153	69	4	73
Tax advisory services	-	151	151	-	166	166
Other non-audit services	-	-	-	-	-	-
	<u>2,289</u>	<u>636</u>	<u>2,925</u>	<u>2,481</u>	<u>547</u>	<u>3,028</u>

In addition to the statutory audit of the financial statements, Ernst & Young Accountants LLP provided the following services:

- Audits of financial statements of group entities;
- Services in accordance with ISA 800 'Audits of financial statements prepared in accordance with special purpose framework';
- Services in accordance with ISA 2400 'Engagements to review historical financial statements';
- Services in accordance with ISA 3000 'Assurance engagements other than audits or reviews of historical financial information';
- Services in accordance with ISA 4400 'Engagements to perform agreed upon procedures'.

11. COMMITMENTS AND CONTINGENT LIABILITIES

Royal Boskalis Westminster N.V. heads a fiscal unity. The Company is therefore liable for the tax obligations of the fiscal unity as a whole.

The Company has arrangements with third parties, amongst which banks and pension funds. These arrangements are on behalf of Group companies. Because the risks and rewards are with these Group companies, the costs are charged to these companies and the liabilities are recognized by these companies. The Company is jointly and severally liable for the fulfillment of obligations.

Certain recourse obligations exist in respect of project financing. Where necessary, provisions are deemed to have been made.

Some legal proceedings and investigations are ongoing with respect to entities of Royal Boskalis Westminster N.V. Where necessary, provisions are deemed to have been made.

Papendrecht / Sliedrecht, 9 March 2022

Supervisory Board
J. van der Veer, chairman
J.P. de Kreij, deputy chairman
Ms. R.V.M. Jones-Bos
D.A. Sperling
Ms. J.A. Tammenoms Bakker
J.N. van Wiechen

Board of Management
dr. P.A.M. Berdowski, chairman
T.L. Baartmans
B.H. Heijermans
C. van Noort, CFO

PROVISIONS IN THE ARTICLES OF ASSOCIATION RELATING TO PROFIT APPROPRIATION

ARTICLE 27.

1. If possible, from the profits gained in any financial year shall first be paid on the cumulative protective preference shares the percentage, defined below, of the amount that was required to be paid on those shares at the start of the financial year to which the distribution pertains. The percentage meant above is equal to the average of the Euribor interest, calculated for loans with a term of one year – pro rata the number of days to which such percentage applied – during the financial year for which the distribution is made, plus a maximum of four percentage points; the lastly mentioned increase shall be determined by the board of directors, subject to the approval of the supervisory board. If, in the financial year for which the abovementioned distribution is made, the amount that was required to be paid on the cumulative protective preference shares has been decreased or – as a result of a resolution to require additional payments – raised, the distribution will be decreased or – if possible – increased, respectively, by an amount that is equal to the aforementioned percentage of the amount of the decrease or increase, respectively, calculated from the time of the decrease or the time the additional payment became obligatory, respectively. If, in the course of any financial year, cumulative protective preference shares have been issued, the dividend on those cumulative protective preference shares will be decreased pro rata until the day of issue, counting part of a month as a whole month.
2. If and to the extent the profits are not sufficient to allow for the distribution referred to in paragraph 1 in full, any shortfall shall be paid out of the reserves with due observance of the provision of the law.
3. In case in any financial year the profits referred to in paragraph 1 are not sufficient to allow for the distributions referred to in this article, and no distributions or only partial distributions are made from the reserves as referred to in paragraph 2, as a result of which the shortfall is not or not fully paid out, the conditions in this paragraph above and in the following paragraphs will only apply after the shortfall will have been settled. After application of paragraphs 1, 2 and 3, no further distributions shall be made on the cumulative protective preference shares.
4. The board of directors shall decide, subject to the approval of the supervisory board, which part of the profits remaining will be reserved. What remains of the profits after reserving as referred to in the preceding sentence, shall be at the disposal of the general meeting of shareholders and, when distributed, shall be paid to the holders of ordinary shares pro rata the number of ordinary shares they hold.

ARTICLE 28.

1. Dividends will be paid out thirty days after adoption of the relevant resolution or as soon as the board of directors decides.
2. Dividends which remain unclaimed for five years from the day they become due and payable, shall accrue to the company.
3. In case the board of directors, subject to the approval of the supervisory board, adopts a resolution to that effect, interim dividends shall be paid out, with due observance of the preference of the cumulative protective preference shares and the provisions of Section 2:105 of the Dutch Civil Code.
4. The general meeting of shareholders may resolve to pay out dividends in the form of shares in the company or depository receipts for those shares, in full or in part, provided that it does so pursuant to a proposal of the board of directors.
5. The company can only make distributions to the shareholders insofar as its equity capital exceeds the amount of the issued capital, plus the reserves that must be maintained by law or in accordance with the articles of association.
6. A shortfall may only be paid from a statutory reserve to the extent permitted by law.

PROPOSED PROFIT APPROPRIATION

An amount of EUR 86.2 million will be added to the retained earnings. The proposal to the Annual General Meeting will be to appropriate the remainder, EUR 64.6 million, for a dividend payment to the shareholders of EUR 0.50 per ordinary share.

The proposed dividend will be made payable in cash.

INDEPENDENT AUDITOR'S REPORT

To: the Shareholders and the Supervisory Board of Royal Boskalis Westminster N.V.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS 2021 INCLUDED IN THE ANNUAL REPORT

OUR OPINION

We have audited the financial statements 2021 of Royal Boskalis Westminster N.V., based in Sliedrecht, The Netherlands. The financial statements comprise the consolidated and company financial statements.

In our opinion:

- the accompanying consolidated financial statements give a true and fair view of the financial position of Royal Boskalis Westminster N.V. as at 31 December 2021, and of its result and its cash flows for 2021 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code;
- the accompanying company financial statements give a true and fair view of the financial position of Royal Boskalis Westminster N.V. as at 31 December 2021, and of its result for 2021 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2021;
- the following statements for 2021: the consolidated statement of profit or loss, the consolidated statement of other comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity;
- the notes comprising a summary of the significant accounting policies and other explanatory information.

The company financial statements comprise:

- the company statement of financial position as at 31 December 2021;
- the company statement of profit or loss for 2021;
- the notes comprising a summary of the accounting policies and other explanatory information.

BASIS FOR OUR OPINION

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the *Our responsibilities for the audit of the financial statements* section of our report.

We are independent of Royal Boskalis Westminster N.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the "Wet toezicht accountantsorganisaties" (Wta, Audit firms supervision act), the "Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten" (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the "Verordening gedrags- en beroepsregels accountants" (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INFORMATION IN SUPPORT OF OUR OPINION

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Our understanding of the business

Royal Boskalis Westminster N.V. is a global services provider operating in the dredging, dry and maritime infrastructure and maritime services sectors. The group activities are organized in three operating segments and we tailored our group audit approach accordingly.

We start by determining materiality and identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error in order to design audit procedures responsive to those risks and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the Supervisory Board that misstatements in excess of EUR 1.07 million, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

MATERIALITY	EUR 21.4 million (2020: EUR 19.5 million)
BENCHMARK APPLIED	0.75% of revenue
EXPLANATION	Based on our professional judgment we consider an activity based measure as the most appropriate basis to determine materiality. Given the current market conditions we consider revenue a stable and appropriate measure to determine materiality. We applied a percentage of 0.75% of revenue, which is the mid-end of an acceptable range and in line with prior year.

Because of the continuing (international) travel restrictions and social distancing due to the COVID-19 pandemic, we needed to restrict or have been unable to visit foreign management and component auditors on site to discuss, review and evaluate, amongst others, relevant parts of the component auditor's audit documentation and to discuss significant matters arising from that evaluation. This limits our observation and increases the risk of missing certain signals. In order to compensate for the the limitations due to the lack of face-to-face meetings and direct observation, we performed alternative procedures to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. In these circumstances we predominantly used communication technology and written information exchange. Our additional procedures consisted, amongst others, of virtual site visits, remote review of audit documentation files of component auditors and the use of publicly available information to obtain supportive audit information. We performed substantive procedures, such as test of details and inspection of supporting documentation relating to the progress of projects in order to obtain sufficient and appropriate audit evidence.

SCOPE OF THE GROUP AUDIT

Royal Boskalis Westminster N.V. is at the head of a group of entities. The financial information of this group is included in the consolidated financial statements.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

Our group audit mainly focused on significant group entities and joint ventures in terms of size and/or significant risks, within the operating segments Dredging & Inland Infra, Offshore Energy and Towage & Salvage. We have performed most of the audit procedures at those segments ourselves. For the audit work in Singapore, Finland, Denmark and a joint venture in the Netherlands we used EY network firms. We have used the work of non-EY firms when auditing group entities, especially in the Middle East and the UK, which represented approximately 14% of the revenue. Also some joint ventures were audited by non-EY firms. We interacted with all component teams, where appropriate, during various stages of the audit and were responsible for the scope and direction of the audit process. We had (virtual) meetings with the component auditors and local management on the audit findings and financial reporting.

In total these procedures represent approximately 80% of the group's revenue. For the other group entities we performed review procedures or other audit procedures to respond to any risks of material misstatements in the financial statements. We performed audit procedures on certain accounting areas at group level, such as impairment tests of goodwill, the valuation of the floating and other construction equipment, accounting for asset held for sale companies and other areas such as uncertain tax positions.

By performing the procedures mentioned above at components of the group, together with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion about the consolidated financial statements.

Teaming, use of specialists

We ensured that the audit teams both at group and at component levels included the appropriate skills and competences which are needed for the audit of Royal Boskalis Westminster N.V. We included specialists in the areas of IT audit, forensics, treasury, income tax and have made use of our own experts in the areas of valuation of goodwill and actuaries.

Our focus on climate-related risks and the energy transition

Climate-related risks will be high on the public agenda in the next years and onwards. The disclosure requirements for non-financial information are on the rise, such as the phased introduction of the EU Taxonomy as of 2021. Boskalis' operations are in the field of the energy transition and climate change adaptive measures and its assets have a role in these developments. In the "Strategy",

"Sustainability" and "Risk Management" sections of the management board report, Boskalis reflects on climate-related risk and opportunities, and the possible effects of the energy transition.

As part of our audit of the financial statements, we evaluated the extent to which climate-related risks and the possible effects of the energy transition are taken into account in estimates and significant assumptions applied by Boskalis. Furthermore, we read the management board report and considered whether there is any material inconsistency between the non-financial information in the "Strategy", "Sustainability" and "Risk Management" sections of the financial statements.

Our audit procedures to address the assessed climate-related risks and the possible effects of the energy transition did not result in a key audit matter.

OUR FOCUS ON FRAUD AND NON-COMPLIANCE WITH LAWS AND REGULATIONS

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error.

Our audit response related to fraud risks

We identify and assess the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the entity and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how the Supervisory Board exercises oversight, as well as the outcomes.

We refer to section 'Risk Management' of the management board report for management's risk assessment and the Report of the Supervisory Board in which the Supervisory Board reflects on this risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as the code of conduct, whistleblower procedures and incident registration. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption in close co-operation with our forensic specialists. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We identified the following fraud risks and performed specific procedures to address these risks:

Presumed risks of fraud in revenue recognition, whether or not caused by management override of controls.

- When identifying and assessing fraud risks, we presume that there are risks of fraud in revenue recognition. We evaluated that the recognition of contract revenue, the valuation of unbilled and deferred revenue, and the use of estimates therein, in particular give rise to such risks.
- We describe the audit procedures responsive to the presumed risk of fraud in revenue recognition in the description of our audit approach for the key audit matter "Recognition of contract revenue and valuation of unbilled and deferred revenue".

The risks of fraud in the uncertain tax positions, whether or not caused by management override of controls.

- In identifying and assessing fraud risks, we considered the risk of fraud in the uncertain tax positions. We evaluated that operating in a range of jurisdictions subject to different tax regimes, and cross-border operations that can result in estimation differences or disputes with national tax authorities, in particular give rise to these risks.
- We refer to the key audit matter "Recognition and valuation of uncertain tax positions" that further describes this fraud risk and our audit approach.

We considered available information and made enquiries of relevant executives, directors and the Supervisory Board.

The fraud risks we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

Our audit response related to risks of non-compliance with laws and regulations

We assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the management board, reading minutes, inspection of internal audit and compliance reports and performing substantive tests of details of classes of transactions, account balances or disclosures.

In our audit we have tailored this risk to acquisition of projects and local representatives' fees. In the description of our audit approach and key observations for the key audit matter "Recognition of contract revenue and valuation of unbilled and deferred revenue", we describe the audit procedures responsive to this risk.

Where applicable, we also inspected lawyers' letters and correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Our audit response related to going concern

Management has assessed the company's ability to continue as a going concern and to continue its operations for at least the next 12 months. We discussed and evaluated the specific assessment with management exercising professional judgment and maintaining professional skepticism.

We considered whether management's going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion.

Based on our procedures performed, we did not identify serious doubts on the entity's ability to continue as a going concern for the next 12 months.

Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

OUR KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the Supervisory Board. The key audit matters are not a comprehensive reflection of all matters discussed.

The key audit matter "Valuation floating and other construction equipment and joint ventures", is not considered as key audit matter for this year, since impairments did not have to be recognized this year, given circumstances for the relevant assets. The key audit matter "Accounting for business combinations" is not considered a key audit matter for this year, since there were no new acquisitions this year, nor was there a material impact of changes in circumstances on the valuation of prior year's acquisitions.

RISK	OUR AUDIT APPROACH	KEY OBSERVATIONS
RECOGNITION OF CONTRACT REVENUE AND VALUATION OF UNBILLED AND DEFERRED REVENUE (SEE NOTE 3.13, 3.23, 6, 20 AND 26)		
The contracting industry is characterised by contract risk with significant judgments involved in the assessment of contract financial performance. Due to the ongoing COVID-restrictions, conditions remain challenging and cause pressure on project margins. Revenue and positive margin from contracting activities are recognised based on the stage of completion of individual contracts. Negative margins are recognized immediately when they are foreseen. The status of contracts is updated on a regular basis. In doing so, management is required to exercise significant judgment in their assessment of the valuation of contract variations, claims and liquidated damages; the completeness and accuracy of forecasts regarding costs to complete; and the ability to deliver contracts within forecasted timescales. The potential final contract outcomes can cover a wide range. We considered management override of controls relating to significant judgments and assumptions involved. Changes in these judgments, and the related estimates, as contracts progress can result in material adjustments to revenue and margin, which can be both positive and negative. We also considered the risk of non-compliance with relevant law and regulations related to the acquisition of projects. We therefore identified correct and complete recognition of contract revenue and (negative) margin as significant to our audit.	Our audit procedures on contract revenue included an assessment of the company's project control, substantive audit procedures and testing of management's positions against underlying documentation. In the planning and execution of our audit we considered the impact of challenging market conditions on project results, both for ongoing projects and projects in the orderbook. We tested the adequacy and support for cost-to-complete estimates and also tested management's estimate of potential losses in projects in the orderbook for adequacy and completeness. We herewith considered developments noted at ongoing projects and assessed updated budgets. Other substantive procedures comprised of testing contractual terms and conditions, including performance obligations, disputes, claims and variation orders, costs incurred, including local representatives' fees, and forecasted cost to complete including progress measurement. We challenged management's assumptions at the project and group management level. We discussed, also during online site visits, a range of financial and other risks, disputes and related estimation uncertainties with management and project staff, assessing whether these have been adequately addressed in the financial statements.	We assessed that the Company's revenue recognition accounting policies were appropriately applied and disclosed in accordance with the revenue recognition accounting standard (IFRS 15). We verified that contract revenues, including claims and variation orders, meet the recognition criteria and are accurately and completely valued. Where applicable, losses were completely and accurately accounted for. Furthermore, we have assessed that management assumptions and estimates are within an acceptable range and that the disclosure notes are in accordance with EU-IFRS. As part of our audit procedures with respect to compliance with laws and regulations related to acquisition of projects and local representatives' fees, we assessed the adequacy of the Company's policies and that these are adhered to.
RECOGNITION AND VALUATION OF UNCERTAIN TAX POSITIONS (SEE NOTES 3.29 AND 12, 13, 14)		
Boskalis operates in a range of jurisdictions subject to different tax regimes. The cross-border operations may result in estimation differences or disputes with national tax authorities. If management considers it probable that such disputes will lead to an outflow of resources, accruals have been formed accordingly. Based on the above, we identified correct and complete recognition of accruals for uncertain tax positions and adequate disclosure of uncertain tax positions as significant to our audit.	We tested the acceptability of the accruals formed in this estimation process. In doing so, we used tax specialists in reviewing the assumptions underlying the estimates and discussing them with management in the light of (local) tax rules & regulations and revisions to the transfer pricing policy. In connection with this, we also devoted attention to the substantiation of the estimated probability of the positions taken and details provided thereon by management and we assessed the historical accuracy of management's assumptions.	We assessed that the Company's accounting policies were appropriately applied. Furthermore, we have assessed that management assumptions and estimates are within an acceptable range. We further assessed that the disclosure notes relating to uncertain tax positions are appropriate.

REPORT ON OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The annual report contains other information in addition to the financial statements and our auditor's report thereon. The other information also includes:

- the Report of the Board of Management and the Report of the Supervisory Board (including the remuneration report);
- the Chairman's Statement, Boskalis at a Glance and Other Information.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains the information as required by Part 9 of Book 2 for the management board report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code and as required by Sections 2:135b and 2:145 sub section 2 of the Dutch Civil Code for the remuneration report.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 and Section 2:135b sub-Section 7 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management board report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code. Management and the Supervisory Board are responsible for ensuring that the remuneration report is drawn up and published in accordance with Sections 2:135b and 2:145 sub section 2 of the Dutch Civil Code.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS AND ESEF

ENGAGEMENT

We were engaged by the Annual General Meeting as auditor of Royal Boskalis Westminster N.V. on 13 May 2014, as of the audit for the year 2014 and have operated as statutory auditor ever since that date.

NO PROHIBITED NON-AUDIT SERVICES

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

EUROPEAN SINGLE ELECTRONIC REPORTING FORMAT

Royal Boskalis Westminster N.V. has prepared the annual report in the European single electronic reporting format (ESEF). The requirements for this are set out in the Delegated Regulation (EU)

2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion, the annual report, prepared in the XHTML format, including the partially marked-up consolidated financial statements, as included in the reporting package by Royal Boskalis Westminster N.V., complies in all material respects with the RTS on ESEF.

Management is responsible for preparing the annual report, including the financial statements, in accordance with the RTS on ESEF, whereby management combines the various components into a single reporting package.

Our responsibility is to obtain reasonable assurance for our opinion whether the annual report in this reporting package complies with the RTS on ESEF.

Our procedures, taking into account Alert 43 of the NBA (the Netherlands Institute of Chartered Accountants), included amongst others:

- Obtaining an understanding of Royal Boskalis Westminster N.V. financial reporting process, including the preparation of the reporting package
- Obtaining the reporting package and performing validations to determine whether the reporting package containing the Inline XBRL instance document and the XBRL extension taxonomy files has been prepared in accordance with the technical specifications as included in the RTS on ESEF
- Examining the information related to the consolidated financial statements in the reporting package to determine whether all required mark-ups have been applied and whether these are in accordance with the RTS on ESEF

DESCRIPTION OF RESPONSIBILITIES REGARDING THE FINANCIAL STATEMENTS

RESPONSIBILITIES OF MANAGEMENT AND THE SUPERVISORY BOARD FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The Supervisory Board is responsible for overseeing the company's financial reporting process.

OUR RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The "Information in support of our opinion" section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion.

Our audit further included among others:

- performing audit procedures responsive to the risks identified, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion;
- obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures;
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Communication

We communicate with the Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

In this respect we also submit an additional report to the audit committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and

other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Supervisory Board, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Rotterdam, 9 March 2022

Ernst & Young Accountants LLP

J. Hetebrij

13. ARTICLES OF ASSOCIATION AS PER DELISTING

STATUTEN

van:

Koninklijke Boskalis Westminster N.V.

Artikel 1.

- 1.1. De vennootschap draagt de naam: Koninklijke Boskalis Westminster N.V. en is gevestigd te Sliedrecht. In het handelsverkeer kan de vennootschap ook de handelsnamen "Royal Boskalis Westminster N.V." en "Boskalis" voeren.
- 1.2. Zij kan in binnen- en buitenland bijkantoren en/of filialen vestigen.

Doel.

Artikel 2.

Het doel der vennootschap is het deelnemen in- en het voeren van de directie over andere vennootschappen en ondernemingen, van welke aard ook, het financieren en doen financieren daarvan en het verrichten van alle handelingen die aan het vorenstaande bevorderlijk kunnen zijn of daarmee verband houden.

Kapitaal en aandelen.

Artikel 3.

Het maatschappelijk kapitaal van de vennootschap bedraagt twee miljoen vierhonderdduizend euro (EUR 2.400.000,00). Het maatschappelijk kapitaal is verdeeld in tweehonderdveertig miljoen (240.000.000) aandelen met een nominale waarde van één eurocent (EUR 0,01) elk.

Uitgifte van aandelen.

Artikel 4.

- 4.1. Na vooraf verkregen goedkeuring van de raad van commissarissen besluit de algemene vergadering van aandeelhouders, dan wel de raad van bestuur, indien hij daartoe door de algemene vergadering van aandeelhouders is aangewezen, tot uitgifte van aandelen; indien de raad van bestuur daartoe is aangewezen kan, zolang de aanwijzing van kracht is, de algemene vergadering van aandeelhouders niet tot uitgifte besluiten.
- 4.2. Na vooraf verkregen goedkeuring van de raad van commissarissen stelt de algemene vergadering van aandeelhouders casu quo de raad van bestuur de koers en de verdere voorwaarden van uitgifte vast, met inachtneming van het overigens daaromtrent in deze statuten bepaalde.
- 4.3. Indien de raad van bestuur wordt aangewezen als bevoegd om tot uitgifte van aandelen te besluiten, wordt bij die aanwijzing bepaald hoeveel aandelen mogen worden uitgegeven. Bij een dergelijke aanwijzing wordt tevens de duur van de aanwijzing, welke ten hoogste vijf jaren kan bedragen, vastgesteld. De aanwijzing kan telkens voor niet langer dan vijf jaren worden verlengd. Tenzij bij de aanwijzing anders is bepaald, kan zij niet worden ingetrokken.
- 4.4. De raad van bestuur legt binnen acht dagen na een besluit van de algemene vergadering van aandeelhouders tot uitgifte of tot aanwijzing van de raad van bestuur als hiervoor bedoeld een volledige tekst daarvan neer ten kantore van het handelsregister van de Kamer van Koophandel, hierna te noemen: het handelsregister. De raad van bestuur doet binnen acht dagen na afloop van elk kalenderkwartaal opgave van elke uitgifte van aandelen in het afgelopen kwartaal gedaan ten kantore van het handelsregister met vermelding van aantal.
- 4.5. Het bepaalde in de leden 1 tot en met 4 is van overeenkomstige toepassing op het verlenen van rechten tot het nemen van aandelen, maar is niet van toepassing op het uitgeven van aandelen aan iemand die een voordien reeds verkregen recht tot het nemen van aandelen uitoefent.
- 4.6. Uitgifte van aandelen geschiedt nimmer beneden pari, onverminderd het bepaalde in artikel 2:80 lid 2 Burgerlijk Wetboek.

Storting op aandelen.

Artikel 5.

- 5.1. Aandelen worden slechts tegen volstorting uitgegeven.

- 5.2. Storting moet in geld geschieden voorzover niet een andere inbreng is overeengekomen.
Inbreng anders dan in geld moet onverwijld geschieden na het nemen van het aandeel of na de dag waartegen een bijstorting is uitgeschreven of waarop zij is overeengekomen.
Een zodanige inbreng moet naar economische maatstaven kunnen worden gewaardeerd. Een recht op het verrichten van werk of diensten kan niet worden ingebracht.
- 5.3. De raad van bestuur is zonder goedkeuring van de algemene vergadering van aandeelhouders, doch slechts na verkregen goedkeuring van de raad van commissarissen, bevoegd tot het verrichten van rechtshandelingen, als bedoeld in artikel 2:94 lid 1 Burgerlijk Wetboek.

Voorkeursrecht.

Artikel 6.

- 6.1. Behoudens beperking of uitsluiting van het voorkeursrecht, als bedoeld in de leden 5, 6 en 7, heeft bij uitgifte van aandelen iedere houder van aandelen ten aanzien van de uit te geven aandelen een recht van voorkeur naar evenredigheid van het gezamenlijke bedrag van zijn aandelen.
- 6.2. Bij uitgifte van aandelen bestaat geen voorkeursrecht op aandelen die worden uitgegeven tegen inbreng anders dan in geld.
Voorts heeft een aandeelhouder geen voorkeursrecht op aandelen die worden uitgegeven aan werknemers van de vennootschap of van een rechtspersoon of vennootschap waarmee de vennootschap in een groep is verbonden.
- 6.3. Na vooraf verkregen goedkeuring van de raad van commissarissen en met inachtneming van dit artikel bepaalt de algemene vergadering van aandeelhouders casu quo de raad van bestuur bij het nemen van een besluit tot uitgifte op welke wijze en binnen welk tijdvak het voorkeursrecht kan worden uitgeoefend.
- 6.4. De vennootschap kondigt de uitgifte met voorkeursrecht en het tijdvak waarin dat kan worden uitgeoefend, aan in de Staatscourant en in een landelijk verspreid dagblad, tenzij alle aandelen op naam luiden en de aankondiging aan alle aandeelhouders schriftelijk geschiedt aan het door hen opgegeven adres.
Het voorkeursrecht kan worden uitgeoefend gedurende ten minste twee weken na de dag van aankondiging in de Staatscourant of na de verzending van de aankondiging aan de aandeelhouders.
- 6.5. Het voorkeursrecht op aandelen kan na vooraf verkregen goedkeuring van de raad van commissarissen worden beperkt of uitgesloten. In het voorstel hiertoe moeten de redenen voor het voorstel en de keuze van de voorgenomen koers van uitgifte schriftelijk worden toegelicht.
- 6.6. Beperking of uitsluiting van het voorkeursrecht geschiedt krachtens een besluit van de algemene vergadering van aandeelhouders, tenzij de raad van bestuur daartoe bevoegd is. Die bevoegdheid kan bij besluit van de algemene vergadering van aandeelhouders voor een bepaalde duur van ten hoogste vijf jaren aan de raad van bestuur worden verleend, doch een zodanige aanwijzing kan alleen, indien de raad van bestuur tevens is of tegelijkertijd wordt aangewezen als het orgaan dat bevoegd is tot uitgifte te besluiten.
De aanwijzing kan telkens voor niet langer dan vijf jaren worden verlengd. De aanwijzing geldt slechts zolang de raad van bestuur de bevoegdheid heeft om tot uitgifte te besluiten.
Tenzij bij de aanwijzing anders is bepaald, kan zij niet worden ingetrokken.
- 6.7. Voor een besluit van de algemene vergadering van aandeelhouders tot beperking of uitsluiting van het voorkeursrecht of tot aanwijzing, als in het vorige lid bedoeld, is een meerderheid van ten minste twee/derde der uitgebrachte stemmen vereist, indien minder dan de helft van het geplaatste kapitaal ter vergadering is vertegenwoordigd. De raad van bestuur legt binnen acht dagen na dat besluit een volledige tekst daarvan neer ten kantore van het handelsregister.
- 6.8. Bij het verlenen van rechten tot het nemen van aandelen is het hiervoor in dit artikel bepaalde van overeenkomstige toepassing. Aandeelhouders hebben geen voorkeursrecht op aandelen die worden uitgegeven aan iemand die een voordien reeds verkregen recht tot het nemen van aandelen uitoefent.

Verkrijging en vervreemding van eigen aandelen.

Artikel 7.

- 7.1. De raad van bestuur kan, mits met machtiging van de algemene vergadering van aandeelhouders en na vooraf verkregen goedkeuring van de raad van commissarissen en overigens onverminderd het bepaalde in artikel 2:98d Burgerlijk Wetboek, de vennootschap volgestorte aandelen in haar eigen kapitaal onder bezwarende titel doen verwerven.

Zodanige verwerving is evenwel slechts toegestaan indien het eigen vermogen van de vennootschap, verminderd met de verkrijgingsprijs van de aandelen, niet kleiner is dan het gestorte en opgevraagde deel van het kapitaal, vermeerderd met de reserves die krachtens de wet moeten worden aangehouden.

Voor dit vereiste is bepalend de grootte van het eigen vermogen volgens de laatst vastgestelde balans, verminderd met de verkrijgingsprijs voor aandelen in het kapitaal van de vennootschap, het bedrag van leningen als bedoeld in artikel 2:98c lid 2 Burgerlijk Wetboek en uitkeringen uit winst op reserves aan anderen die zij en haar dochtermaatschappijen na de balansdatum verschuldigd werden. Is een boekjaar meer dan zes maanden verstreken zonder dat de jaarrekening is vastgesteld, dan is verkrijging overeenkomstig het in dit lid bepaalde niet toegestaan.

Bij de machtiging, die voor ten hoogste vijf jaren geldt, moet de algemene vergadering van aandeelhouders bepalen hoeveel aandelen mogen worden verkregen, hoe zij mogen worden verkregen en tussen welke grenzen de prijs moet liggen.

- 7.2. De raad van bestuur besluit na vooraf verkregen goedkeuring van de raad van commissarissen tot vervreemding van de door de vennootschap verworven aandelen in haar eigen kapitaal.

Bij zodanige vervreemding bestaat geen voorkeursrecht.

- 7.3. Certificaten van aandelen in de vennootschap worden voor de toepassing van het in de vorige leden bepaalde met aandelen gelijkgesteld.

- 7.4. De vennootschap kan aan aandelen in haar eigen kapitaal geen recht op enige uitkering ontleen; evenmin ontleent zij enig recht op een zodanige uitkering aan aandelen waarvan zij de certificaten houdt.

Bij de berekening van de winstverdeling tellen de aandelen, bedoeld in de vorige zin, niet mede, tenzij op zodanige aandelen of op de certificaten daarvan een vruchtgebruik ten behoeve van een ander dan de vennootschap rust.

- 7.5. Voor een aandeel dat toebehoort aan de vennootschap of aan een dochtermaatschappij kan in de algemene vergadering van aandeelhouders geen stem worden uitgebracht; evenmin voor een aandeel waarvan een van hen de certificaten houdt. Vruchtgebruikers en pandhouders van aandelen die aan de vennootschap of een dochtermaatschappij toebehoren, zijn evenwel niet van hun stemrecht uitgesloten, indien het vruchtgebruik of pandrecht was gevestigd voordat het aandeel aan de vennootschap of een dochtermaatschappij toebehoorde.

De vennootschap of een dochtermaatschappij kan geen stem uitbrengen voor een aandeel waarop zij een recht van vruchtgebruik of een pandrecht heeft.

Bij de vaststelling in hoeverre aandeelhouders stemmen, aanwezig of vertegenwoordigd zijn, of in hoeverre het aandelenkapitaal verschaft wordt of vertegenwoordigd is, wordt geen rekening gehouden met aandelen waarvan de wet bepaalt dat daarvoor geen stem kan worden uitgebracht.

- 7.6. De vennootschap kan eigen aandelen of certificaten daarvan slechts in pand nemen, indien:
- a. de betrokken aandelen zijn volgestort;
 - b. het nominale bedrag van de in pand te nemen en de reeds gehouden of in pand gehouden eigen aandelen en certificaten daarvan tezamen niet meer dan een tiende van het geplaatste kapitaal bedraagt; en
 - c. de algemene vergadering van aandeelhouders de pandovereenkomst heeft goedgekeurd.

Kapitaalvermindering.

Artikel 8.

- 8.1. Na vooraf verkregen goedkeuring van de raad van commissarissen kan de algemene vergadering van aandeelhouders besluiten tot vermindering van het geplaatste kapitaal door intrekking van aandelen of door het bedrag van aandelen bij statutenwijziging te verminderen. In dit besluit moeten de aandelen waarop het besluit betrekking heeft, worden aangewezen en moet de uitvoering van het besluit zijn geregeld.

Intrekking met terugbetaling van aandelen kan betreffen aandelen die de vennootschap zelf houdt of waarvan zij de certificaten houdt.

Een gedeeltelijke terugbetaling of ontheffing van de verplichting tot storting moet op alle aandelen naar evenredigheid geschieden. Van het vereiste van evenredigheid mag worden afgeweken met instemming van alle betrokken aandeelhouders.

- 8.2. Een besluit tot kapitaalvermindering kan, indien minder dan de helft van het geplaatste kapitaal is vertegenwoordigd, door de algemene vergadering van aandeelhouders slechts worden genomen met een meerderheid van ten minste twee/derde van de uitgebrachte stemmen.

De oproeping tot elke vergadering waarin een in dit lid bedoeld besluit wordt genomen, vermeldt het doel van de kapitaalvermindering en de wijze van uitvoering; het tweede, derde en vierde lid van artikel 2:123 Burgerlijk Wetboek zijn van overeenkomstige toepassing.

Aandelen.

Artikel 9.

- 9.1. De aandelen luiden op naam.
9.2. Voor aandelen worden geen aandeelbewijzen uitgegeven.

Aandeelhoudersregister.

Artikel 10.

- 10.1. De raad van bestuur houdt een register, waarin de namen en adressen van alle houders van aandelen zijn opgenomen, met vermelding van het aantal van de door hen gehouden aandelen, de datum waarop zij de aandelen hebben verkregen, de datum van de erkenning of betekening, alsmede het op ieder aandeel gestorte bedrag.
Daarin worden tevens de namen en adressen opgenomen van hen, die een recht van vruchtgebruik of een pandrecht op de aandelen hebben, met vermelding welke aan de aandelen verbonden rechten aan hen overeenkomstig de leden 2 tot en met 4 van de artikelen 2:88 en 2:89 Burgerlijk Wetboek toekomen.
- 10.2. Het register wordt regelmatig bijgehouden. Iedere aantekening in het register wordt getekend door een lid van de raad van bestuur. Een facsimile van een handtekening geldt als eigenhandige ondertekening.
- 10.3. De raad van bestuur verstrekt desgevraagd aan een aandeelhouder, een vruchtgebruiker en een pandhouder om niet een uittreksel uit het aandeelhoudersregister met betrekking tot zijn recht op een aandeel. Rust op het aandeel een recht van vruchtgebruik of een pandrecht, dan vermeldt het uittreksel aan wie de in lid 4 van de artikelen 2:88 en 2:89 Burgerlijk Wetboek bedoelde rechten toekomen.
- 10.4. De raad van bestuur legt het register ten kantore van de vennootschap ter inzage van de houders van aandelen, alsmede van degenen die een recht van vruchtgebruik of pandrecht op aandelen hebben en aan wie de in lid 4 van de artikelen 2:88 en 2:89 Burgerlijk Wetboek bedoelde rechten toekomen.
- 10.5. Iedere houder van aandelen, zomedee een ieder die een recht van vruchtgebruik of pandrecht op aandelen heeft, is verplicht aan de raad van bestuur zijn adres op te geven.

Levering aandelen.

Artikel 11.

Voor de levering van aandelen, of de levering van een beperkt recht daarop, is vereist een daartoe bestemde ten overstaan van een Nederland standplaats hebbende notaris verleden akte waarbij de betrokkenen partij zijn. De levering van een aandeel of de levering van een beperkt recht daarop overeenkomstig het bepaalde in de vorige volzin werkt mede van rechtswege tegenover de vennootschap. Behoudens in het geval dat de vennootschap zelf bij de rechtshandeling partij is, kunnen de aan het aandeel verbonden rechten eerst worden uitgeoefend nadat zij de rechtshandeling heeft erkend of de akte aan haar is betekend overeenkomstig de bepalingen van artikel 2:86b Burgerlijk Wetboek, dan wel deze heeft erkend door inschrijving in het aandeelhoudersregister.

Certificaathouders. Vrachtgebruik. Pandrecht.

Artikel 12.

- 12.1. Waar hierna in deze statuten van certificaathouders wordt gesproken, worden daaronder verstaan houders van met medewerking van de vennootschap uitgegeven certificaten van aandelen en personen, die ingevolge artikel 2:88 of artikel 2:89 Burgerlijk Wetboek de rechten hebben die door de wet zijn toegekend aan houders van met medewerking van de vennootschap uitgegeven certificaten van aandelen.
- 12.2. De aandeelhouder heeft het stemrecht op de aandelen waarop een vruchtgebruik of een pandrecht is gevestigd. Echter het stemrecht komt toe aan de vruchtgebruiker of de pandhouder indien zulks bij de vestiging van het betrokken recht is bepaald.
De aandeelhouder die geen stemrecht heeft en de vruchtgebruiker en pandhouder die stemrecht hebben, hebben de rechten die door de wet zijn toegekend aan certificaathouders. Aan de vruchtgebruiker en de pandhouder die geen stemrecht heeft, komen de in de vorige zin bedoelde rechten niet toe.

Gemeenschap.

Artikel 13.

Indien aandelen tot een gemeenschap behoren, kunnen de gezamenlijke gerechtigden zich slechts door een schriftelijk door hen gezamenlijk daartoe aangewezen persoon tegenover de vennootschap doen vertegenwoordigen.

Bestuur.

Artikel 14.

- 14.1. De vennootschap wordt bestuurd door een raad van bestuur, bestaande uit een door de raad van commissarissen te bepalen aantal van één of meer leden. Indien er meer dan een lid van de raad van bestuur is, kunnen de leden hun werkzaamheden, onder goedkeuring van de raad van commissarissen, onderling verdelen; zolang de verdeling van de werkzaamheden niet heeft plaatsgevonden, kan de raad van commissarissen een of meer leden van de raad van bestuur aanwijzen, die meer in het bijzonder met bepaalde werkzaamheden zijn belast.
- Uit de raad van bestuur wordt door een gezamenlijke vergadering van de raad van bestuur en de raad van commissarissen, waarbij elk aanwezig lid één stem kan uitbrengen, een voorzitter benoemd.
- Omtrent alle zaken van gewicht pleegt de raad van bestuur overleg met de raad van commissarissen. De raad van bestuur beslist bij volstreekte meerderheid van stemmen; indien de raad van bestuur uit meer dan twee leden bestaat, beslist bij staking van stemmen de voorzitter.
- 14.2. De leden van de raad van bestuur worden benoemd door de algemene vergadering van aandeelhouders uit een niet-bindende voordracht op te maken door de raad van commissarissen.
- 14.3. De algemene vergadering van aandeelhouders kan een lid van de raad van bestuur te allen tijde schorsen of ontslaan. De raad van commissarissen kan een lid van de raad van bestuur te allen tijde schorsen. De schorsing kan te allen tijde door de algemene vergadering van aandeelhouders worden opgeheven. Artikel 14 lid 5 is op de algemene vergadering waarin het voorgenomen ontslag wordt besproken van overeenkomstige toepassing.
- 14.4. Ingeval van schorsing van een lid van de raad van bestuur door de raad van commissarissen is, indien niet binnen drie maanden na het besluit tot schorsing de raad van commissarissen overgaat tot verlenging der schorsing, het desbetreffende lid van de raad van bestuur in zijn functie hersteld. Ingeval van schorsing van een lid van de raad van bestuur door de algemene vergadering van aandeelhouders, dient de raad van bestuur binnen drie (3) maanden na het besluit tot schorsing een algemene vergadering van aandeelhouders bijeen te roepen en daarin het voorstel te doen omtrent de verlenging of opheffing van de schorsing (dan wel ontslag) van de desbetreffende bestuurder. Indien de schorsing niet wordt verlengd (en er evenmin sprake is van ontslag) is het desbetreffende lid van de raad van bestuur in zijn functie hersteld. Verlenging der schorsing kan niet meer dan eenmaal en voor ten hoogste drie maanden geschieden.
- 14.5. Een geschorst lid van de raad van bestuur wordt in de gelegenheid gesteld zich in een vergadering van het orgaan dat tot schorsing heeft besloten te verantwoorden en zich daarbij door een raadsman te doen bijstaan.
- 14.6. Ingeval van belet of ontstentenis van een of meer leden van de raad van bestuur zijn de overblijvende leden of is het overblijvende lid tijdelijk met het gehele bestuur belast.
- Ingeval van belet of ontstentenis van alle leden van de raad van bestuur of het enige lid van die raad, is de raad van commissarissen voorlopig met het bestuur belast; de raad van commissarissen is alsdan bevoegd om, al dan niet uit zijn midden, een of meer tijdelijke bestuurders aan te wijzen.
- Ingeval van ontstentenis neemt de raad van commissarissen zo spoedig mogelijk de nodige maatregelen teneinde een definitieve voorziening te treffen.
- 14.7. De bijeenroeping van de vergaderingen van de raad van bestuur geschiedt door de voorzitter, die tevens van geval tot geval de wijze van oproeping en de oproepingstermijn bepaalt.
- Indien ten minste een/derde gedeelte van het aantal leden van de raad hem verzoekt een vergadering bijeen te roepen, is de voorzitter verplicht aan dat verzoek gevolg te geven.
- Bij ontstentenis van een voorzitter, is ieder lid van de raad van bestuur bevoegd een vergadering van de raad van bestuur bijeen te roepen; het betreffende lid van de raad van bestuur bepaalt alsdan zelf de wijze van de bijeenroeping en de termijn waarop de bijeenroeping geschiedt.
- 14.8. Bij afwezigheid van de voorzitter voorziet de vergadering van de raad van bestuur zelf in haar leiding.
- 14.9. Artikel 2:13 lid 3 Burgerlijk Wetboek is ten aanzien van de raad van bestuur niet van toepassing.

- 14.10. Ieder lid van de raad van bestuur is gehouden een tegenstrijdig belang tussen hem en de vennootschap onverwijld aan de voorzitter van de raad van commissarissen te melden. Een lid van de raad van bestuur neemt niet deel aan de beraadslaging en besluitvorming indien hij daarbij een direct of indirect persoonlijk belang heeft dat strijdig is met het belang van de vennootschap en de met haar verbonden onderneming. Wanneer de raad van bestuur hierdoor geen besluit kan nemen, wordt ten aanzien van dat onderwerp een besluit genomen door de raad van commissarissen.
- 14.11. De raad van bestuur kan gebruik maken van de diensten van adviseurs en dezen tot zijn vergadering toelaten.
- 14.12. Het beleid op het gebied van bezoldiging van de raad van bestuur wordt op voorstel van de raad van commissarissen vastgesteld door de algemene vergadering.
- De bezoldiging van de leden van de raad van bestuur wordt met inachtneming van het in de vorige zin van dit lid bedoelde beleid vastgesteld door de raad van commissarissen. De raad van commissarissen legt ten aanzien van regelingen van bezoldiging van de raad van bestuur in de vorm van aandelen of rechten tot het nemen van aandelen een voorstel ter goedkeuring voor aan de algemene vergadering. In het voorstel moet ten minste zijn bepaald hoeveel aandelen of rechten tot het nemen van aandelen aan de raad van bestuur mogen worden toegekend en welke criteria gelden voor toekenning of wijziging. Het ontbreken van de goedkeuring van de algemene vergadering tast de vertegenwoordigingsbevoegdheid van de raad van commissarissen niet aan.

Artikel 15.

- 15.1. Aan de goedkeuring van de raad van commissarissen zijn onderworpen besluiten van de raad van bestuur omtrent:
- a. goedkeuring van de jaarbegroting en het bedrijfsplan;
 - b. investeringen waarmee een waarde is gemoeid die een bedrag van vijftig miljoen euro (EUR 50.000.000,00) te boven gaat behalve voorzover opgenomen in de goedgekeurde jaarbegroting;
 - c. fusie- en overnametransacties (in brede zin) waarmee een waarde is gemoeid die een bedrag van vijftig miljoen euro (EUR 50.000.000,00) te boven gaat;
 - d. financiering die een bedrag van éénhonderd miljoen euro (EUR 100.000.000,00) te boven gaat;
 - e. uitgifte, waaronder begrepen het verlenen van een recht tot het nemen van aandelen en verkrijging van aandelen in en schuldbrieven ten laste van de vennootschap of van schuldbrieven ten laste van een commanditaire vennootschap of vennootschap onder firma waarvan de vennootschap volledig aansprakelijk vennote is;
 - f. medewerking aan de uitgifte van certificaten van aandelen;
 - g. het aanvragen van toelating van de onder e en f bedoelde schuldbrieven onderscheidenlijk certificaten tot de handel op een gereguleerde markt of een multilaterale handelsfaciliteit, als bedoeld in artikel 1:1 van de Wet op het financieel toezicht of een met een gereguleerde markt of multilaterale handelsfaciliteit vergelijkbaar systeem uit een staat die geen lidstaat is dan wel het aanvragen van een intrekking van zodanige toelating;
 - h. het aangaan of verbreken van duurzame samenwerking van de vennootschap of een afhankelijke maatschappij met een andere rechtspersoon of vennootschap dan wel als volledig aansprakelijk vennote in een commanditaire vennootschap of vennootschap onder firma, indien deze samenwerking of verbreking van ingrijpende betekenis is voor de vennootschap;
 - i. het nemen van een deelneming ter waarde van ten minste een/vierde van het bedrag van het geplaatste kapitaal met de reserves volgens de balans met toelichting van de vennootschap, door haar of een afhankelijke maatschappij in het kapitaal van een andere vennootschap, alsmede het ingrijpend vergroten of verminderen van zulk een deelneming;
 - j. investeringen welke een bedrag gelijk aan ten minste een/vierde gedeelte van het geplaatste kapitaal met de reserves der vennootschap volgens haar balans met toelichting vereisen;
 - k. een voorstel tot wijziging van de statuten juridische fusie danwel juridische splitsing van de vennootschap;
 - l. een voorstel tot ontbinding van de vennootschap;
 - m. aangifte tot faillissement en aanvraag van surséance van betaling;

- n. beëindiging van de dienstbetrekking van een aanmerkelijk aantal werknemers van de vennootschap of van een afhankelijke maatschappij tegelijkertijd of binnen een kort tijdsbestek;
 - o. ingrijpende wijziging in de arbeidsomstandigheden van een aanmerkelijk aantal werknemers van de vennootschap of van een afhankelijke maatschappij;
 - p. een voorstel tot vermindering van het geplaatste kapitaal;
 - q. verlening en intrekking van procuratie of anderszins doorlopende vertegenwoordigingsbevoegdheid en toekenning of ontneming aan een procuratiehouder of een persoon, die anderszins doorlopende vertegenwoordigingsbevoegdheid heeft, van enige titel.
- 15.2. In dit artikel wordt onder afhankelijke maatschappij verstaan:
- a. een rechtspersoon waaraan de vennootschap of een of meer afhankelijke maatschappijen alleen of samen voor eigen rekening ten minste de helft van het geplaatste kapitaal verschaffen;
 - b. een vennootschap waarvan een onderneming in het handelsregister is ingeschreven en waarvoor de vennootschap of een afhankelijke maatschappij als vennote jegens derden volledig aansprakelijk is voor alle schulden.
- 15.3. Aan de goedkeuring van de algemene vergadering zijn onderworpen de besluiten van de raad van bestuur omtrent een belangrijke verandering van de identiteit of het karakter van de vennootschap of de onderneming, waaronder in ieder geval:
- a. overdracht van de onderneming of vrijwel de gehele onderneming aan een derde;
 - b. het aangaan of verbreken van duurzame samenwerking van de vennootschap of een dochtermaatschappij met een andere rechtspersoon of vennootschap dan wel als volledig aansprakelijke vennote in een commanditaire vennootschap of vennootschap onder firma, indien deze samenwerking of verbreking van ingrijpende betekenis is voor de vennootschap;
 - c. het nemen of afstoten van een deelneming in het kapitaal van een vennootschap ter waarde van ten minste een/derde van het bedrag van de activa volgens de balans met toelichting of, indien de vennootschap een geconsolideerde balans opstelt, volgens de geconsolideerde balans met toelichting volgens de laatst vastgestelde jaarrekening van de vennootschap, door haar of een dochtermaatschappij.
- 15.4. Het ontbreken van de goedkeuring van de algemene vergadering respectievelijk de raad van commissarissen op een besluit als hiervoor in dit artikel bedoeld tast de vertegenwoordigingsbevoegdheid van de raad van bestuur of de leden van de raad van bestuur niet aan.

Vertegenwoordiging.

Artikel 16.

De raad van bestuur, zomede ieder lid van de raad van bestuur afzonderlijk, is bevoegd de vennootschap te vertegenwoordigen.

Raad van commissarissen.

Artikel 17.

- 17.1. De vennootschap heeft een raad van commissarissen, bestaande uit een door de raad van commissarissen te bepalen aantal van ten minste drie natuurlijke personen. Indien het aantal commissarissen daalt beneden drie, neemt de raad van commissarissen onverwijld maatregelen tot aanvulling van zijn ledental; intussen blijft de raad bevoegd.
- 17.2. De raad van commissarissen heeft tot taak toezicht te houden op het beleid van de raad van bestuur en op de algemene gang van zaken in de vennootschap en de met haar verbonden onderneming.
De raad van commissarissen staat de raad van bestuur met raad ter zijde. Bij de vervulling van hun taak richten de commissarissen zich naar het belang van de vennootschap en de met haar verbonden onderneming. De raad van bestuur verschaft de raad van commissarissen tijdig de voor de uitoefening van diens taak noodzakelijke gegevens.
- 17.3. De raad van commissarissen stelt een profielschets voor zijn omvang en samenstelling vast, rekening houdend met de aard van de onderneming, haar activiteiten en de gewenste deskundigheid en achtergrond van de commissarissen.
- 17.4. De commissarissen worden benoemd door de algemene vergadering van aandeelhouders uit een niet-bindende voordracht op te maken door de raad van commissarissen.

- 17.5. Bij een aanbeveling of voordracht tot benoeming van een commissaris worden van de kandidaat medegedeeld zijn leeftijd, zijn beroep, het bedrag aan door hem gehouden aandelen in het kapitaal van de vennootschap en de betrekkingen die hij bekleedt of die hij heeft bekleed voor zover die van belang zijn in verband met de vervulling van de taak van een commissaris. Tevens wordt vermeld aan welke rechtspersonen hij reeds als commissaris is verbonden waarbij, indien zich daaronder rechtspersonen bevinden die tot eenzelfde groep behoren, met de aanduiding van die groep kan worden volstaan. De aanbeveling en de voordracht tot benoeming of herbenoeming van een commissaris worden met redenen omkleed. Bij herbenoeming wordt rekening gehouden met de wijze waarop de kandidaat zijn taak als commissaris heeft vervuld.
- 17.6. Een commissaris treedt uiterlijk af indien hij na zijn laatste benoeming vier jaren commissaris is geweest. Periodiek aftreden geschiedt per het tijdstip van sluiting van de jaarlijkse algemene vergadering. Een periodiek aftredende commissaris is terstond herbenoembaar. Indien zich een tussentijdse vacature in de raad van commissarissen voordoet, geldt de raad als volledig samengesteld.
- 17.7. De algemene vergadering van aandeelhouders kan een commissaris te allen tijde schorsen of ontslaan. Artikel 17 lid 9 is op de algemene vergadering van aandeelhouders waarin het voorgenomen ontslag wordt besproken van overeenkomstige toepassing.
- 17.8. Ingeval van schorsing van een commissaris dient de raad van bestuur binnen drie (3) maanden na het besluit tot schorsing een algemene vergadering van aandeelhouders bijeen te roepen en daarin het voorstel te doen omtrent verlenging of opheffing van de schorsing (dan wel ontslag) van de desbetreffende commissaris. Indien de schorsing niet wordt verlengd (en er evenmin sprake is van ontslag), is de desbetreffende commissaris in zijn functie hersteld. Verlenging der schorsing kan niet meer dan eenmaal en voor ten hoogste drie maanden geschieden.
- 17.9. Een geschorste commissaris wordt in de gelegenheid gesteld zich in de algemene vergadering van aandeelhouders te verantwoorden en zich daarbij door een raadsman te doen bijstaan.

Artikel 18.

- 18.1. De algemene vergadering van aandeelhouders kan aan commissarissen of aan één of meer hunner een vaste beloning toekennen. Onkosten worden hun vergoed.
- 18.2. De raad van bestuur stelt ten minste een keer per jaar de raad van commissarissen schriftelijk op de hoogte van de hoofdlijnen van het strategisch beleid, de algemene en financiële risico's en het beheers- en controlesysteem van de vennootschap. Iedere commissaris heeft vrije toegang tot alle localiteiten, bij de vennootschap in gebruik, en is, doch slechts krachtens besluit van de raad van commissarissen, bevoegd inzage te nemen van alle boeken, bescheiden en correspondentie, tot het opnemen der kas en der verdere geldswaarden en tot kennisneming van alle plaats gehad hebbende handelingen.
- 18.3. De raad van commissarissen kan zich bij de uitoefening van zijn taak doen bijstaan door één of meer deskundigen voor rekening van de vennootschap.
- 18.4. De raad van commissarissen benoemt uit zijn midden een voorzitter en al dan niet uit zijn midden een secretaris. Lid 7 van artikel 14 is van overeenkomstige toepassing, met dien verstande, dat, waar aldaar wordt gesproken van leden, respectievelijk voorzitter, van de raad van bestuur, hier bedoeld is leden, respectievelijk voorzitter, van de raad van commissarissen.
- 18.5. De raad van commissarissen neemt besluiten bij volstrekte meerderheid van stemmen. Bij staking van stemmen beslist de voorzitter. Bij reglement kunnen nadere regels worden getroffen met betrekking tot besluitvorming van de raad van commissarissen. Artikel 2:13 lid 3 Burgerlijk Wetboek is ten aanzien van de raad van commissarissen niet van toepassing.
- 18.6. Behoudens het in het volgende lid van dit artikel bepaalde, kunnen geen besluiten worden genomen, wanneer niet de meerderheid van commissarissen aanwezig is.
- 18.7. De raad van commissarissen kan ook buiten vergadering besluiten nemen, mits dit schriftelijk geschiedt en alle commissarissen zich ten gunste van het voorstel uitspreken. Onder schriftelijk wordt verstaan elk door middel van gangbare elektronische communicatiemiddelen overgebracht en vastgelegd besluit. Van een en ander wordt aantekening gehouden in het notulenregister der vergaderingen van de raad van commissarissen.

- 18.8. Iedere commissaris is gehouden een tegenstrijdig belang tussen hem en de vennootschap onverwijld aan de voorzitter van de raad van commissarissen te melden. De voorzitter van de raad van commissarissen is gehouden een tegenstrijdig belang tussen hem en de vennootschap onverwijld aan de vice-voorzitter van de raad van commissarissen te melden. Een commissaris neemt niet deel aan de beraadslaging en besluitvorming indien hij daarbij een direct of indirect belang heeft dat strijdig is met het belang van de vennootschap en de met haar verbonden onderneming. Het besluit wordt in dat geval genomen door de overige commissarissen. Indien alle commissarissen een tegenstrijdig belang hebben als hiervoor bedoeld, wordt het besluit alsnog genomen door de raad van commissarissen alsof er geen sprake was van een tegenstrijdig belang als bedoeld in de eerste zin van dit lid.
- 18.9. De leden van de raad van bestuur zijn verplicht, indien zij daartoe worden uitgenodigd, de vergaderingen van de raad van commissarissen bij te wonen en alle verlangde inlichtingen te verstrekken.

Artikel 19.

Voorzover uit de wet niet anders voortvloeit, worden aan leden en voormalige leden van de raad van bestuur en leden en voormalige leden van de raad van commissarissen vergoed:

- a. de redelijke kosten van het voeren van verdediging tegen aanspraken wegens een handelen of nalaten in de uitoefening van hun functie of van een andere functie die zij op verzoek van de vennootschap vervullen of hebben vervuld;
- b. eventuele schadevergoedingen of boetes die zij verschuldigd zijn wegens een hierboven onder a vermeld handelen of nalaten;
- c. de redelijke kosten van het optreden in andere rechtsgedingen waarin zij als bestuurslid of commissaris of als voormalig bestuurslid of commissaris zijn betrokken met uitzondering van de gedingen waarin zij hoofdzakelijk een eigen vordering geldend maken.

Een betrokkene heeft geen aanspraak op de vergoeding als hiervoor bedoeld indien en voorzover (i) door de Nederlandse rechter bij gewijsde is vastgesteld dat het handelen of nalaten van de betrokkene kan worden gekenschetst als opzettelijk, bewust roekeloos of ernstig verwijtbaar, tenzij uit de wet anders voortvloeit of zulks in de gegeven omstandigheden naar maatstaven van redelijkheid en billijkheid onaanvaardbaar zou zijn of (ii) de kosten of het vermogensverlies van de betrokkene is gedekt door een verzekering en de verzekeraar deze kosten of dit vermogensverlies heeft uitbetaald. De vennootschap kan ten behoeve van de betrokkenen verzekeringen tegen aansprakelijkheid afsluiten. De raad van bestuur kan onder goedkeuring van de raad van commissarissen al dan niet bij overeenkomst nadere uitvoering geven aan het vorenstaande.

Algemene vergaderingen van aandeelhouders.

Artikel 20.

- 21.1. De jaarlijkse algemene vergadering van aandeelhouders wordt vóór een juli gehouden.
- 21.2. De agenda voor de in lid 1 bedoelde vergadering bevat de volgende onderwerpen:
- a. de behandeling van het bestuursverslag;
 - b. de vaststelling van de jaarrekening en de bepaling van de winstbestemming; en
 - c. decharge van de leden van de raad van bestuur voor hun bestuur en decharge van de commissarissen voor hun toezicht.
- Voorts wordt in deze vergadering behandeld, hetgeen met inachtneming van artikel 2:114 Burgerlijk Wetboek verder op de agenda is geplaatst.
- 20.3. Buitengewone algemene vergaderingen van aandeelhouders worden gehouden zo dikwijls de raad van bestuur of de raad van commissarissen het wenselijk acht, onverminderd het bepaalde in de artikelen 2:110 tot en met 2:112 Burgerlijk Wetboek.
- 20.4. Binnen drie maanden nadat het voor de raad van bestuur aannemelijk is dat het eigen vermogen van de vennootschap is gedaald tot een bedrag gelijk aan of lager dan de helft van het gestorte en opgevraagde deel van het kapitaal, wordt een algemene vergadering van aandeelhouders gehouden ter bespreking van zo nodig te nemen maatregelen.

Artikel 21.

- 21.1. De algemene vergaderingen van aandeelhouders worden gehouden te Sliedrecht, Papendrecht, Rotterdam, Amsterdam of 's-Gravenhage.

- 21.2. In de oproeping worden de te behandelen onderwerpen vermeld, de plaats en het tijdstip van de algemene vergadering van aandeelhouders alsmede de overige informatie zoals hiertoe wettelijk vereist.
Van een voorstel tot statutenwijziging, tot kapitaalvermindering of tot ontbinding der vennootschap wordt echter steeds melding gemaakt in de oproeping; de oproeping tot een vergadering, waarin een voorstel tot kapitaalvermindering wordt gedaan, vermeldt het doel van de kapitaalvermindering en de wijze van uitvoering.
Indien het betreft een voorstel tot statutenwijziging of kapitaalvermindering wordt tegelijkertijd met de oproeping een afschrift van het voorstel, waarin de voorgestelde statutenwijziging respectievelijk waarin het doel van de kapitaalvermindering en de wijze van uitvoering woordelijk is/zijn opgenomen, tot de afloop van de algemene vergadering van aandeelhouders waarin het besluit omtrent dat voorstel is genomen, voor iedere aandeelhouder en certificaathouder ter inzage gelegd ten kantore van de vennootschap.
- 21.4. De oproeping geschiedt met inachtneming van de wettelijke termijn.
- 21.5. Iedere aandeelhouder is bevoegd de algemene vergadering van aandeelhouders bij te wonen, daarin het woord te voeren en het stemrecht uit te oefenen, met dien verstande dat dit laatste niet geldt indien de aandelen met een recht van vruchtgebruik of een pandrecht zijn bezwaard en het stemrecht toekomt aan de vruchtgebruiker respectievelijk pandhouder.
- 21.6. Iedere certificaathouder is bevoegd de algemene vergadering van aandeelhouders bij te wonen en daarin het woord te voeren, doch niet om stem uit te brengen, met dien verstande, dat dit laatste niet geldt voor vruchtgebruikers en pandhouders aan wie het stemrecht op de met vruchtgebruik respectievelijk pandrecht bezwaarde aandelen toekomt.
- 21.7. Aandeelhouders en certificaathouders kunnen zich ter vergadering door een schriftelijk gevolmachtigde doen vertegenwoordigen.

Artikel 22.

- 22.1. De algemene vergadering van aandeelhouders wordt voorgezeten door de voorzitter van de raad van commissarissen of bij zijn afwezigheid door een der andere commissarissen, door de aanwezige commissarissen daartoe aan te wijzen.
Is geen commissaris aanwezig, dan voorziet de vergadering zelf in haar leiding. De voorzitter wijst de secretaris aan.
- 22.2. Alle kwesties omtrent de toelating tot de algemene vergadering van aandeelhouders, omtrent de uitoefening van het stemrecht en de uitslag der stemmingen, zomede alle andere kwesties verband houdende met de gang van zaken in de vergadering, worden onverminderd het bepaalde in artikel 2:13 Burgerlijk Wetboek beslist door de voorzitter van de desbetreffende vergadering.
- 22.3. Van het verhandelde in elke vergadering worden notulen gehouden.
De notulen worden vastgesteld door de voorzitter en de secretaris.
De notulen liggen na de vaststelling door de voorzitter en de secretaris der desbetreffende vergadering in afschrift voor de aandeelhouders en de certificaathouders ten kantore van de vennootschap ter inzage.

Artikel 23.

- 23.1 In de algemene vergadering van aandeelhouders geeft elk aandeel recht op het uitbrengen van één stem.
- 23.2. Blanco stemmen en ongeldige stemmen worden geacht niet te zijn uitgebracht.
- 23.3. Geldige stemmen kunnen ook worden uitgebracht voor de aandelen van hen, wie uit anderen hoofde dan als aandeelhouder door het te nemen besluit enig recht jegens de vennootschap zou worden toegekend, of die daardoor van enige verplichting jegens haar zouden worden ontslagen.
- 23.4. Besluiten worden genomen met volstrekte meerderheid van stemmen, tenzij uitdrukkelijk een grotere meerderheid is voorgeschreven.
- 23.5. De stemmingen geschieden mondeling, echter, indien een stemgerechtigde verklaart dit te verlangen, omtrent benoeming of aanbeveling van personen bij gesloten, ongetekende briefjes. Stemming op andere wijze, bijvoorbeeld bij acclamatie, is toegestaan indien geen der stemgerechtigden zich daartegen verzet.
- 23.6 Bij staking van stemmen is het voorstel verworpen.

Boekjaar en jaarrekening.

Artikel 24.

- 24.1. Het boekjaar is het kalenderjaar.

- 24.2. Jaarlijks binnen de daartoe bij de wet gestelde termijn, maakt de raad van bestuur een jaarrekening op. De raad van bestuur stelt de opgemaakte jaarrekening, vergezeld van de verklaring van de accountant, het bestuursverslag en de overige gegevens zoals bij of krachtens de wet bepaald, algemeen beschikbaar via de website van de vennootschap.
- 24.3. De jaarrekening wordt ondertekend door alle leden van de raad van bestuur en alle commissarissen; ontbreekt de ondertekening van één of meer van hen, dan wordt daarvan onder opgaaf van de reden melding gemaakt.
- 24.4. De vennootschap zorgt dat de jaarrekening en de in de tweede zin van lid 2 bedoelde stukken, vanaf de dag der oproeping tot de algemene vergadering van aandeelhouders, bestemd tot hun behandeling, aanwezig zijn ten kantore van de vennootschap.
De aandeelhouders en certificaaathouders kunnen de jaarrekening en die stukken aldaar inzien en daarvan kosteloos een afschrift verkrijgen.
- 24.5. De jaarrekening kan niet worden vastgesteld door de algemene vergadering van aandeelhouders, indien het desbetreffende orgaan geen kennis heeft kunnen nemen van de verklaring van de accountant, bedoeld in lid 2, tenzij onder de overige gegevens bedoeld in dat lid, een wettige grond wordt medegedeeld waarom die verklaring ontbreekt.

Winst en verlies.

Artikel 25.

Van de winst wordt jaarlijks een zodanig bedrag gereserveerd als de algemene vergadering van aandeelhouders zal vaststellen.

Hetgeen na reservering, als bedoeld in de vorige zin, van de winst overblijft, staat ter vrije beschikking van de algemene vergadering van aandeelhouders en komt bij uitkering toe aan de houders van aandelen, naar verhouding van hun bezit aan aandelen.

Artikel 26.

- 26.1. Dividenden worden betaalbaar gesteld dertig dagen na vaststelling daarvan of zoveel eerder als de raad van bestuur bepaalt.
- 26.2. Dividenden, welke vijf jaar, nadat zij betaalbaar zijn, niet in ontvangst zijn genomen, vervallen aan de vennootschap.
- 26.3. De algemene vergadering van aandeelhouders kan op voorstel van de raad van bestuur onder goedkeuring van de raad van commissarissen besluiten tot het uitkeren van een interim-dividend uitgekeerd, met inachtneming van het bepaalde in artikel 2:105 Burgerlijk Wetboek.
- 26.4. De algemene vergadering van aandeelhouders kan, mits op voorstel van de raad van bestuur, besluiten dat dividenden geheel of gedeeltelijk in de vorm van aandelen in de vennootschap of certificaten daarvan zullen worden uitgekeerd.
- 26.5. De vennootschap kan aan de aandeelhouders slechts uitkeringen doen, voorzover haar eigen vermogen groter is dan het bedrag van het geplaatste kapitaal, vermeerderd met de reserves die krachtens de wet of de statuten moeten worden aangehouden.
- 26.6. Ten laste van de door de wet voorgeschreven reserves mag een tekort slechts worden gedelgd, voorzover de wet dat toestaat.

Statutenwijziging en ontbinding.

Artikel 27.

Een besluit tot wijziging dezer statuten of tot ontbinding der vennootschap kan slechts worden genomen op een onder goedkeuring van de raad van commissarissen gedaan voorstel van de raad van bestuur in een algemene vergadering van aandeelhouders.

Vereffening.

Artikel 28.

- 28.1. Indien de vennootschap wordt ontbonden ingevolge een besluit van de algemene vergadering van aandeelhouders, geschiedt de vereffening door de raad van bestuur, onder toezicht van de raad van commissarissen, indien en voorzover niet de algemene vergadering van aandeelhouders anders bepaalt.
- 28.2. De algemene vergadering van aandeelhouders stelt de beloning van de vereffenaars en - indien die er zijn - van degenen, die met het toezicht op de vereffening belast zijn, vast.

- 28.3. De vereffening geschiedt met inachtneming van de wettelijke bepalingen. Tijdens de vereffening blijven deze statuten voorzover mogelijk van kracht.
- 28.4. Hetgeen na voldoening van alle schulden van het vermogen der vennootschap is overgebleven, wordt verdeeld tussen de houders van aandelen naar verhouding van het nominale bedrag van hun bezit aan aandelen.
- 28.5. Na afloop der vereffening blijven de boeken en bescheiden der vennootschap gedurende zeven jaar berusten onder degene, die daartoe door de algemene vergadering van aandeelhouders is aangewezen.

Overgangsbepaling.

Artikel 29.

Vanaf [*datum vier jaar na Settlement Date*], luidt artikel 27 van deze statuten als volgt:

“Statutenwijziging en ontbinding.

Artikel 27.

De algemene vergadering van aandeelhouders is bevoegd tot wijziging dezer statuten of tot ontbinding der vennootschap.”.

14. ADVISORS

14.1 Advisors to the Offeror

Legal advisor

NautaDutilh N.V.
Beethovenstraat 400
1082 PR Amsterdam
The Netherlands