

## Proxy and voting instruction

### Proxy

Proxy for the Extraordinary General Meeting of shareholders of Koninklijke VolkerWessels N.V. (EGM) on Monday 17 February 2020, at 14.00 (CET) at the premises of VolkerWessels, Podium 9, 3826 PA Amersfoort, the Netherlands.

*The undersigned:*

Name:

Address:

City:

ID (type and number):

Number of shares held on the record date (20 January 2020):

*herewith grants proxy to:*

Mr. P. König, civil-law notary in Rotterdam, the Netherlands, and/or his legal substitute and/or each (candidate) civil-law notary of Houthoff Coöperatief U.A. (Houthoff). Please send this completed proxy and voting instruction to: [volkerwessels\\_EGM@houthoff.com](mailto:volkerwessels_EGM@houthoff.com)

*Details third party (Name, address, ID)*

*\* check the appropriate option*

to be present at the abovementioned EGM on behalf of the undersigned, to sign the presence registration forms, participate in deliberations, speak, exercise the voting rights that are connected to all registered shares held by the undersigned according to the instructions below, and do whatever the proxy holder may deem necessary, all with the authority of substitution. This proxy is governed by Dutch law and disputes, if any, with respect to this proxy shall be exclusively submitted to the competent court in Rotterdam.

The undersigned agrees to indemnify and to hold harmless the proxy holder against any claims, actions or proceedings made against the proxy holder and against any damages, costs and expenses that the proxy holder might incur in connection with this proxy.

## Voting instruction

*In case this proxy is granted without voting instruction it shall be deemed to include a voting instruction in favour of all proposals made by the Management Board and/or Supervisory Board.*

<i>Agenda item</i>		<i>for</i>	<i>against</i>	<i>abstain</i>
3	Conditional Asset Sale and Liquidation: a) Conditional approval of the Asset Sale (as defined in the explanatory notes) as required under article 2:107a of the Dutch Civil Code (the “DCC”). b) Conditional resolution to (i) dissolve ( <i>ontbinden</i> ) the Company and appoint the members of the Management Board (as defined in the explanatory notes) as the liquidators ( <i>vereffenaars</i> ) of the Company in accordance with article 2:19 of the DCC and (ii) appoint Reggeborgh as the custodian of the books and records of the Company in accordance with article 2:24 of the DCC.	[.....]	[.....]	[.....]
4	Conditional conversion of the Company from a public limited liability company ( <i>naamloze vennootschap</i> ) into a private limited liability company ( <i>besloten vennootschap met beperkte aansprakelijkheid</i> ) and amendment of the articles of association of the Company.	[.....]	[.....]	[.....]

*Please complete this proxy and voting instruction and send it timely to your bank or intermediary or the notary taking into account the deadline for registration. Your bank or intermediary must notify your presence at the meeting to ABN AMRO and state the number of shares held by you at the record date of 20 January 2020. Please instruct your bank or intermediary timely. If we have not received such confirmation via ABN AMRO, your vote will not be valid.*

Signed at \_\_\_\_\_ Date \_\_\_\_\_

Signature (legal representative) shareholder

\_\_\_\_\_

### Contact details:

Koninklijke VolkerWessels N.V.  
 Podium 9  
 3826 PA Amersfoort  
 The Netherlands  
[www.volkerwessels.com](http://www.volkerwessels.com)  
[IR@volkerwessels.com](mailto:IR@volkerwessels.com)

P.O. Box 2767  
 3800 GJ Amersfoort  
 The Netherlands