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VolkerWessels IPO priced at €23.00 per share

Amersfoort, 12 May 2017 - Koninklijke VolkerWessels (“VolkerWessels” or the “Company”), a market-leading, multi-branded construction company in the Netherlands, today announces that the ordinary shares (the “Shares”) offered by Reggeborgh Holding B.V. (the “Selling Shareholder”) in the initial public offering on Euronext Amsterdam (the “IPO” or the “Offering”) have been priced at €23.00 per Share (the “Offer Price”). Listing of and first trading in the Shares on an “as-if-and-when-delivered” basis on Euronext Amsterdam commence today, Friday 12 May 2017.

Offering highlights

- The Offer Price has been set at €23.00, implying a market capitalisation of €1.84 billion for VolkerWessels;
- In total, 25 million Shares (the “Offer Shares”) have been sold in the Offering, representing 31.25% of the Shares prior to the exercise of the Over-allotment Option (as defined below). If the Over-allotment Option is exercised in full, the number of Offer Shares will increase to 28.75 million, representing approximately 35.94% of the Shares;
- Total size of the Offering amounts to €575 million, or approximately €661 million if the Over-allotment Option is exercised in full;
- The Offering was multiple times oversubscribed at the Offer Price with strong demand from both institutional and retail investors;
- Listing of and first trading in the Shares on an “as-if-and-when-delivered” basis on Euronext Amsterdam under the symbol “KVV” commence today, Friday 12 May 2017 (the “First Trading Date”) at 9:00 CET;
- Delivery of and payment for the Offer Shares and the start of unconditional trading in the Shares is expected to take place on Tuesday 16 May 2017 (the “Settlement Date”);
- This press release also serves as the pricing statement relating to the Offering and has been filed with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) and is also available on the website of VolkerWessels (www.volkerwessels.com => Intended listing).

Jan de Ruiter, chairman of the Management Board, said: *“We are pleased with the level of interest from both institutional and retail investors, which confirms our belief that the listing of VolkerWessels’ shares is a great opportunity to invest in a solid company with sustainable dividends. We welcome all our new shareholders and thank them for the trust they have placed in VolkerWessels and its 16,000 employees. Their support will allow us to continue to build on our position as a market-leading construction company in our home markets.”*

Further details of the Offering

The total number of Offer Shares allotted pursuant to the Offering is 25 million (excluding the Over-allotment Option), representing 31.25% of the Shares. The Selling Shareholder has granted the Joint Global Coordinators, on behalf of the Underwriters (as defined below), an over-allotment option of up to 15% of the Offer Shares, representing up to 3.75 million additional Offer Shares (the “Over-allotment Option”). The Over-allotment Option is exercisable within 30 calendar days after the First Trading Date to cover over-allotment or short positions, if any, in connection with the Offering.

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If the Over-allotment Option is exercised in full, the total number of Offer Shares that will be offered in the Offering by the Selling Shareholder will amount to 28.75 million Shares, representing approximately 35.94% of the Shares.

Immediately after settlement of the Offering, the Selling Shareholder will continue to be the Company's largest shareholder and will hold approximately 67.55%¹ of the Company's issued and outstanding share capital (or approximately 62.86%¹ if the Over-allotment Option is exercised in full).

Certain post-closing lock-ups have been agreed, which for the Company and the Selling Shareholder are for a period of 180 days from the Settlement Date and subject to certain customary carve-outs and possible waiver by the joint global coordinators.

Stabilisation

In connection with the Offering, Morgan Stanley & Co. International plc as stabilisation agent (the "Stabilisation Agent"), or any of its agents, on behalf of the Underwriters (as defined below), may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Shares or effect other transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. The Stabilisation Agent will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time during the period commencing on the First Trading Date and ending no later than 30 calendar days thereafter.

The Stabilisation Agent or any of its agents will not be obligated to effect stabilising transactions, and there will be no assurance that stabilising transactions will be undertaken. Such stabilising transactions, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither the Stabilisation Agent nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions under the Offering.

The Stabilisation Agent may, for purposes of the stabilising transactions, over-allot Shares up to a maximum of 15% of the total number of Offer Shares sold in the Offering.

Listing and trading

Listing of and first trading in the Shares on an "as-if-and-when-delivered" basis on Euronext Amsterdam under the symbol "KVV" commence today, Friday 12 May 2017 at 9:00 CET. Settlement of the Offering and the start of unconditional trading in the Shares is expected to take place on Tuesday 16 May 2017.

Availability of the Prospectus and Pricing Statement

More information about VolkerWessels and the IPO can be found in the Prospectus dated 28 April 2017. The Prospectus, which includes a Dutch language summary, and this pricing statement are available electronically via the website of VolkerWessels (www.volkerwessels.com => Intended

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

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listing), subject to securities law restrictions in certain jurisdictions. In addition, copies of the Prospectus will be available free of charge at VolkerWessels' offices (Podium 9, 3826 PA, Amersfoort, the Netherlands T +31 88 186 6186) during normal business hours until the Settlement Date. Hardcopies of the Prospectus may, subject to applicable securities law restrictions, also be obtained free of charge by contacting ABN AMRO by e-mail (corporate.broking@nl.abnamro.com), by phone (+31 20 344 2000) or in writing (ABN AMRO Bank N.V., attn. Corporate Broking, HQ 7050, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands). Any decision to purchase Offer Shares in the Offering should be made solely on the basis of the Prospectus.

Underwriters

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

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

Other

VolkerWessels confirms that the Netherlands is its home member state for purposes of the EU Transparency Directive (2004/109/EC).

Enquiries

For information on the Offering:

For information on the Offering retail investors can contact ABN AMRO by e-mail (corporate.broking@nl.abnamro.com) or by phone (+31 20 344 2000). Please note that, for legal reasons, ABN AMRO will only be able to provide information on the process but will be unable to give advice on the merits of the Offering or provide financial, legal, tax or investment advice.

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For more information please visit our corporate website: www.volkerwessels.com => Intended listing

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About VolkerWessels

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

Disclaimer

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

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

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

This announcement is not an advertisement and does not constitute a prospectus within the meaning of the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht) and does not constitute an offer to acquire securities. Any offer to acquire Shares will be made, and any investor should make his investment, solely on the basis of information that will be contained in the Prospectus which is

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generally available in the Netherlands in connection with the Offering. Copies of the Prospectus may be obtained at no cost from the Company or through the website of the Company. The information in this announcement is subject to change.

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

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

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

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

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

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

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

At the date of this announcement, the Company has been converted from a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) named VolkerWessels B.V. into a public company with limited liability (naamloze vennootschap) named Koninklijke VolkerWessels N.V.

Stabilisation

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