

# IMPROVING **QUALITY** OF LIFE

Annual General Meeting Arcadis N.V.  
26 April 2017



**THE ANNUAL GENERAL MEETING  
OF ARCADIS N.V.** WILL BE HELD  
ON WEDNESDAY 26 APRIL 2017 AT  
2PM CET **AT GUSTAV MAHLERLAAN 10  
IN AMSTERDAM, THE NETHERLANDS,  
AT THE OFFICES OF ABN AMRO**

# AGENDA

## 1. OPENING AND NOTIFICATIONS

- a. Opening
- b. Notifications

## 2. REPORT BY THE SUPERVISORY BOARD ON FINANCIAL YEAR 2016

(for discussion)

## 3. REPORT BY THE EXECUTIVE BOARD ON FINANCIAL YEAR 2016

(for discussion)

## 4. 2016 FINANCIAL STATEMENTS AND DIVIDEND

- a. Implementation remuneration policy (for discussion)
- b. Adoption of the 2016 Financial Statements (for resolution)
- c. Dividend over financial year 2016 (for resolution)

## 5. DISCHARGE

- a. Discharge of the members of the Executive Board (for resolution)
- b. Discharge of the members of the Supervisory Board (for resolution)

## 6. APPOINTMENT OF AUDITOR TO AUDIT THE 2018 FINANCIAL STATEMENTS

(for resolution)

## 7. REMUNERATION POLICY EXECUTIVE BOARD

- a. Adoption of revisions to policy (for resolution)
- b. Approval scheme regarding grant of shares to members of the Executive Board (for resolution)

## 8. COMPOSITION OF THE EXECUTIVE BOARD

- a. Appointment of Ms. M.A. Hopkins (for resolution)
- b. Appointment of Mr. P.W.B. Oosterveer (for resolution)

## 9. REMUNERATION SUPERVISORY BOARD

(for resolution)

## 10. COMPOSITION OF THE SUPERVISORY BOARD

- a. Re-appointment of Mr. N.W. Hoek (for resolution)
- b. Re-appointment of Ms. R. Markland (for resolution)
- c. Appointment of Mr. W.G. Ang (for resolution)
- d. Announcement of vacancies arising after the next Annual General Meeting (for information)

## 11. DELEGATION OF AUTHORITY TO GRANT OR ISSUE (RIGHTS TO ACQUIRE) ARCADIS N.V. SHARES

- a. Designation of the Executive Board as the body authorized to grant or issue (rights to acquire) ordinary Arcadis N.V. shares and/ or cumulative financing preference shares (for resolution)
- b. Designation of the Executive Board as the body authorized to issue ordinary Arcadis N.V. shares as dividend (for resolution)
- c. Designation of the Executive Board as the body authorized to limit or exclude pre-emptive rights (for resolution)

## 12. AUTHORIZATION TO REPURCHASE ARCADIS N.V. SHARES (for resolution)

## 13. APPROVAL OF REVISION TO THE ARCADIS N.V. 2010 EMPLOYEE SHARE PURCHASE PLAN (for resolution)

## 14. ANY OTHER BUSINESS

## 15. CLOSING

Amsterdam, 10 March 2017

Executive Board  
Arcadis N.V.  
Gustav Mahlerplein 97-103  
1082 MS Amsterdam  
The Netherlands

**EXPLANATORY NOTES  
TO THE AGENDA  
OF THE ANNUAL  
GENERAL MEETING  
OF ARCADIS N.V.  
(THE “COMPANY”)**

**AGENDA ITEM 2**

**REPORT BY THE SUPERVISORY BOARD ON FINANCIAL YEAR 2016  
(for discussion)**

The Supervisory Board reports on its activities during financial year 2016.

**AGENDA ITEM 3**

**REPORT BY THE EXECUTIVE BOARD ON FINANCIAL YEAR 2016  
(for discussion)**

The Executive Board reports on its activities during financial year 2016.

**AGENDA ITEM 4.a**

**IMPLEMENTATION REMUNERATION POLICY (for discussion)**

For a specification of the remuneration as meant in section 2:383c through 2:383e of the Dutch Civil Code reference is made to pages 139 through 144 of the 2016 Annual Report.

**AGENDA ITEM 4.b**

**ADOPTION OF THE 2016 FINANCIAL STATEMENTS (for resolution)**

Pursuant to section 2:101.3 of the Dutch Civil Code, financial statements are adopted by the General Meeting. It is proposed to adopt the 2016 Financial Statements.

**AGENDA ITEM 4.c**

**DIVIDEND OVER FINANCIAL YEAR 2016 (for resolution)**

It is proposed that for the financial year 2016 a dividend of € 0.43 per ordinary share be distributed to the holders of ordinary Arcadis N.V. shares in the form of cash or in the form of Arcadis N.V. shares, at the option of the shareholder.

In total, this distribution represents 40% of net income from operations. This dividend distribution is in accordance with the applicable provisions of the articles of association and the dividend policy (as dealt with and explained as a separate agenda item at the annual General Meeting in May 2005). The remaining portion of the profit will be added to the reserves. The ordinary shares will be listed ex-dividend effective Friday 28 April 2017.

The election period in which shareholders can instruct their bank or broker to opt for a dividend in cash or a dividend in shares is from Wednesday 3 May 2017 through Tuesday 16 May 2017, 3pm CET. If no choice is made, the dividend will be paid in cash. Cash distribution is subject to 15% dividend withholding tax.

The number of ordinary shares to which the dividend distribution entitles the holder of shares that chooses a dividend in shares will be such that the dividend in shares is (virtually) the same as the dividend in cash (“**Exchange Ratio**”). The Exchange Ratio will be based on the volume weighted average price of Arcadis N.V. shares traded on Euronext Amsterdam from Wednesday 10 May through Tuesday 16 May 2017. The Exchange Ratio will be published on Tuesday 16 May 2017 after close of trading. The dividend will be paid (and the shares will be provided) as from Thursday 18 May 2017. In relation to the dividend sections 5:3.2.d and 5:4.e. of the Act on Financial Supervision (Wet op het financieel toezicht) will be applied.

**AGENDA ITEM 5.a**

**DISCHARGE OF THE MEMBERS OF THE EXECUTIVE BOARD  
(for resolution)**

It is proposed that the members of the Executive Board who were in function during financial year 2016 be discharged from liability for their management of the Company and its activities during such year, as far as evidenced by publicly available information and without prejudice to the provisions of section 2:138 of the Dutch Civil Code.

**AGENDA ITEM 5.b**

**DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD  
(for resolution)**

It is proposed that the members of the Supervisory Board who were in function during financial year 2016 be discharged from liability for their supervision during such year, as far as evidenced by publicly available information and without prejudice to the provisions of sections 2:138 and 2:149 of the Dutch Civil Code.

**AGENDA ITEM 6****APPOINTMENT OF AUDITOR TO AUDIT THE 2018 FINANCIAL STATEMENTS** (for resolution)

The General Meeting is the corporate body authorized to appoint the auditor that will audit the financial statements of the Company. The Arcadis Audit and Risk Committee and the Supervisory Board recommend to give the assignment to audit the 2018 Financial Statements of the Company to PricewaterhouseCoopers Accountants N.V. If appointed, it would be the fourth year that PricewaterhouseCoopers audits the financial statements of the Company.

**AGENDA ITEM 7a****REMUNERATION POLICY EXECUTIVE BOARD; ADOPTION OF REVISIONS TO POLICY** (for resolution)**Introduction**

Pursuant to section 2:135 of the Dutch Civil Code and article 13 of the Articles of Association, the General Meeting is authorized to adopt the remuneration policy for the members of the Executive Board upon the proposal of the Supervisory Board.

The current remuneration policy for the members of the Executive Board was adopted by the General Meeting in May 2005 and was last amended in May 2014. In 2015, it was decided by the General Meeting to adjust the review frequency from once every three years to once every two years. As a result of that decision, the Arcadis Remuneration Committee commenced its review of the remuneration policy at the instruction of the Supervisory Board in 2015. However, the Supervisory Board decided to postpone the policy revision, and at the instruction of the Supervisory Board, the Remuneration Committee has continued its review in 2016.

**Objective**

The remuneration policy for the members of the Executive Board should continue to serve to attract, motivate and retain international executives of the highest caliber to deliver our business strategy. It aims to support that same business strategy, enhance the link between

pay and performance and align the interests of the members of the Executive Board with the shareholders' interests by stimulating share ownership – all the while adopting the highest standards of good corporate governance.

**Remuneration elements**

The remuneration policy for the members of the Executive Board will continue to consist of the following elements: fixed compensation, a short-term variable remuneration, a long-term variable remuneration, a pension scheme as well as other benefits.

Following the proposal of the Remuneration Committee, the Supervisory Board proposes the following changes to the remuneration policy, and recommends that the General Meeting adopt these revisions (with proposed effective date 1 January 2017). The proposed revisions serve to ensure alignment of the remuneration policy for members of the Executive Board with relevant market practice. The elements of the remuneration policy that are not mentioned here will remain unchanged: <https://www.arcadis.com/en/global/who-we-are/governance/remuneration/>.

**Labor market reference**

Arcadis is the world's leading international natural and built asset design and consultancy firm. In order to align with Arcadis' size (in terms of revenues, average market capitalization, total assets and number of FTE) geographic and industry scope as well as labor market competition, the following two groups of 16 companies are proposed as labor market reference groups.

In contrast to the current labor market reference groups (that are a mixture of both Dutch and non-Dutch peer companies), the proposed labor market reference groups make a clear distinction between Dutch headquartered companies with significant international activities on the one hand and global industry peer companies on the other hand.

#### Proposed labor market reference groups

| Dutch headquartered companies | Global industry peer companies |
|-------------------------------|--------------------------------|
| Randstad (NL)                 | AECOM (USA)                    |
| AkzoNobel NL                  | Jacobs Engineering (USA)       |
| DSM (NL)                      | CBRE (USA)                     |
| BAM (NL)                      | Amec Foster Wheeler (UK)       |
| KPN (NL)                      | SNC Lavalin (CAN)              |
| Wolters Kluwer (NL)           | Worley Parsons (AUS)           |
| PostNL (NL)                   | Jones Lang LaSalle (USA)       |
| Boskalis (NL)                 | WSP Global (CAN)               |
| SBM Offshore (NL)             | WS Atkins (UK)                 |
| Aalberts Industries (NL)      | Stantec (CAN)                  |
| Fugro (NL)                    | Tetra Tech (USA)               |
| Refresco (NL)                 | Sweco (S)                      |
| Vopak (NL)                    | Cardno (AUS)                   |
| TKH Group (NL)                | RSP Group (UK)                 |
| Brunel (NL)                   | Hill International (USA)       |
| TomTom (NL)                   | Pöyry (FIN)                    |

In both groups, Arcadis is positioned around the median in terms of the average of the aforementioned scope parameters revenues, average market capitalization, total assets and number of FTE.

The remuneration policy aims at Total Direct Compensation levels (the sum of fixed compensation, short-term variable remuneration and long-term variable remuneration) around the median of the levels defined by both reference groups.

Based on a thorough analysis of the benchmarking data, it was concluded that the current Total Direct Compensation levels, but also the separate fixed and variable remuneration elements, of the members of the Executive Board are below the median of the defined reference groups. In this benchmarking the size of Arcadis compared to companies in both reference groups has been leading, whereas the global industry peers reference group reflects the current global remit of Arcadis.

It is proposed to bring Total Direct Compensation levels closer to the median of the reference groups to ensure competitiveness. Alignment with Dutch headquartered companies is kept primary and alignment with the global reference group secondary.

#### FIXED COMPENSATION

The fixed compensation element is reviewed every other year as part of the remuneration policy review. For 2017 it is proposed to increase the annual fixed compensation of the members of the Executive Board, to the following levels:

#### Proposed fixed compensation Executive Board

|                         | Proposed   | Current    |
|-------------------------|------------|------------|
| Chief Executive Officer | € 660,000  | € 630,000  |
| Chief Financial Officer | € 475,000  | € 450,000  |
| Non-U.S. Board Member   | € 440,000  | € 420,000  |
| U.S. Board Member       | \$ 672,000 | \$ 672,000 |

This implies increases of 5% for the various positions within the Executive Board. These increases bring the fixed compensation closer to the market median of the reference groups. The Supervisory Board considers the proposed raises justified, also given that the fixed remuneration levels were last increased in 2014 and in view of (inflation-related) increases of fixed remuneration levels in the market in the past two years, as well as the average increases in fixed remuneration for roles at Arcadis reporting into the Executive Board. The proposed remuneration levels are therefore also in reasonable proportion to those for the senior management level of Arcadis.

Going forward it is proposed to adjust fixed remuneration levels with a maximum of 3% per annum, to be decided upon by the Supervisory Board, based on general market movement and inflation figures.

#### SHORT-TERM VARIABLE REMUNERATION

The short-term variable remuneration can range from 0% to 85% of the fixed compensation, with 50% being the target. Given the limited impact on share ownership and the administrative burden this causes, it is proposed to pay the short-term variable remuneration fully in cash going forward instead of paying 20% thereof in shares, as is stipulated in the current remuneration policy.

## Performance criteria

The current Arcadis strategy includes a clear focus on sustainable growth, (financial) performance and collaboration. In order to support this strategy, it is proposed to stay with the same policy and have 75% of the short-term variable remuneration driven by financial criteria, reflecting the Company's financial priorities. The collective financial criteria (applicable for 50%-points) will continue to be based on Earnings Per Share and Return on Invested Capital. The remaining 25%-points are related to financial criteria determined for each member of the Executive Board individually. As with the current policy, the individual financial criterion for the Chief Financial Officer is related to free cash flow and the criterion for the Chief Executive Officer and the other EB members is related to organic growth. It is proposed that part of the short-term variable remuneration determined by the individual financial criteria will only be awarded under the condition that a pre-set minimal operating EBITA margin linked to the annual plan is realized.

The non-financial criteria continue to determine 25% of the short-term variable remuneration. These criteria are derived from the Company's strategy and are set for all members of the Executive Board. They relate to the Arcadis core values (Integrity, Client Focus, Collaboration, and Sustainability), Health and Safety and the Global Arcadis Leadership Model.

| Criterion  | Weight      |
|--|-------------|
| <b>Financial criteria</b>  | <b>75%</b>  |
| Collective financial criteria  | 50%         |
| <ul style="list-style-type: none"> <li>• Earnings Per Share</li> <li>• Return on Invested Capital</li> </ul>   |             |
| Individual financial criterion   | 25%         |
| <ul style="list-style-type: none"> <li>• Chief Executive Officer: Organic Growth (all operating segments)</li> <li>• Chief Financial Officer: Free Cash Flow</li> <li>• Board Members: Organic Growth (operating segment)</li> </ul> |             |
| <b>Non-financial criteria</b>  | <b>25%</b>  |
| <b>Total</b>   | <b>100%</b> |

As with the current policy, the proposed short-term variable remuneration targets will be pre-set annually by the Supervisory Board based on the plan and budget for the respective year.

## LONG-TERM VARIABLE REMUNERATION

### Introduction

The long-term variable remuneration serves to align the interests of the members of the Executive Board with long-term shareholders' interests. Members of the Executive Board therefore annually receive conditional performance shares. It is proposed to continue this practice, whereby the conditional performance shares will vest and become unconditional upon achievement of performance after three years, and are restricted for another two years.

### Size of awards

It is proposed that the size of the award continues to be defined as a percentage of fixed salary, with the actual grant being determined by this percentage of fixed remuneration and the fair value of the shares awarded. Based on the benchmarking data and our policy principle to pay around market median the following percentages are proposed:

- Chief Executive Officer 110%
- Chief Financial Officer 100%
- Executive Board Member (US, Non-US) 75%

With this proposal, we aim to create a strong alignment of the Executive Board remuneration with the shareholders' interest.

The value of the granted performance shares is based on the Volume Weighted Average Price ("VWAP") of the Arcadis N.V. share on Euronext Amsterdam over the period mid-December 2016 through mid-January 2017 and the expected vesting percentage based on an equal probability chance for each position against the Total Shareholder Return ("TSR") peer group after three years (62.5%), corrected for dividend.

### Performance criterion: Total Shareholder Return

The vesting percentage of the performance shares remains conditional upon the achievement of performance measured as relative TSR, which is defined as share price movements including dividends, assuming dividends are reinvested.

The TSR performance of Arcadis is measured against the performance of direct competitors. In the past few years the composition of the TSR peer group has changed as a result of several companies being delisted

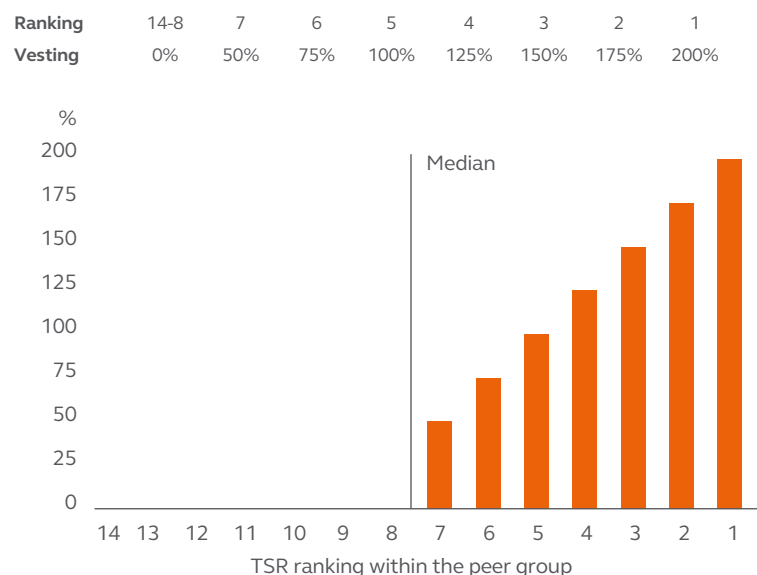
following a merger (Amec Foster Wheeler, Stantec and Hill International have replaced Grontmij, Hyder and URS). Hence, the current TSR group is as follows:

**TSR Peer Group**

|                          |                   |
|--------------------------|-------------------|
| Arcadis (NL)             | RPS Group (UK)    |
| AECOM (USA)              | SNC-Lavalin (CAN) |
| Cardno (AUS)             | Sweco (S)         |
| Hill International (USA) | Tetra Tech (USA)  |
| Amec Foster Wheeler (UK) | Stantec (CAN)     |
| Jacobs Engineering (USA) | WS Atkins (UK)    |
| Pöyry (FIN)              | WSP Global (CAN)  |

It is proposed to continue with this peer group. The position of Arcadis within the peer group, after three years, continues to determine the final number of shares that vest and becomes unconditional, in accordance with the following table:

**TSR performance incentive zone**



The above table does not allow for any vesting of performance shares for ranking below the median of the peer group.

**OTHER BENEFITS**

In line with best practice, our policy includes providing benefits which the Supervisory Board considers appropriate for a global company which needs to attract and retain Executive Board members from different parts of the world. These benefits will continue to be reported upon in the Remuneration Report. Providing additional benefits may occur when an Executive board member is relocated or spends a considerable amount of their time in more than one jurisdiction.

**AGENDA ITEM 7.b**

**REMUNERATION FOR MEMBERS OF THE EXECUTIVE BOARD; APPROVAL SCHEME REGARDING GRANT OF SHARES TO MEMBERS OF THE EXECUTIVE BOARD (for resolution)**

Pursuant to section 2:135 of the Dutch Civil Code and article 13 of the Articles of Association, the Supervisory Board is authorized to determine the remuneration of the members of the Executive Board, with due observance of the remuneration policy. The Supervisory Board submits schemes in the form of shares to the General Meeting for approval.

With respect to the long-term variable remuneration under the revised remuneration policy, it is proposed to set the number of annually granted conditional performance shares to the Executive Board at 87,790 conditional performance shares for the Chief Executive Officer of the Executive Board, 57,440 conditional performance shares for the Chief Financial Officer, 58,060 conditional performance shares for US Board Member and 39,910 conditional performance shares for the Non-US Board Members. These numbers will apply for two years (2017 and 2018) and can amount to a maximum of 200% of the mentioned numbers if the first ranking within the TSR peer group is achieved.

**AGENDA ITEM 8.a**

**COMPOSITION OF THE EXECUTIVE BOARD; APPOINTMENT OF MS. M.A. HOPKINS (for resolution)**

Ms. Mary Ann Hopkins (1965) joined Arcadis in September 2016 as Executive responsible for the Americas as well as the Global Business Lines Water and Environment. At the time of her appointment the Supervisory Board announced its intention to nominate Ms. Hopkins for appointment as a member of the Executive Board in the next annual shareholders meeting.



As announced at the time of her appointment, the Supervisory Board is submitting a nomination for the appointment of Ms. Hopkins as member of the Executive Board immediately after the end of this annual General Meeting. The appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2021, and any adjournment thereof. In line with the existing policy for the nomination of candidates for the Executive Board, the nomination of Ms. Hopkins is binding. The General Meeting may overrule the binding nature of a nomination by a resolution adopted by at least a two-thirds majority of votes cast, representing more than one-half of the issued capital.

Ms. Hopkins is an engineer by training with a bachelor's and a master's degree in civil engineering from Syracuse University in New York. She completed an Advanced Management Program at Duke University. She joined Parsons (a multi-billion-dollar engineering consultancy firm) in 1989 and held a series of diverse roles in project execution, business and client development and general management. Since 2009 she had a significant seat at the table in contributing to and driving the strategic agenda of Parsons. In 2011 she led the largest acquisition of Parsons to date and built the cyber-security business for Parsons which currently is one of the most successful sectors within Parsons. As Group President of Federal Business at Parsons she was responsible for worldwide operations of the US government business which involved developing strategies and delivering solutions in the infrastructure, environmental, security, defense and energy markets.

Ms. Hopkins has broad experience and insight in several key sectors of Arcadis, including environment and infrastructure as well as in potential growth areas. Since September 2016 Ms. Hopkins has taken on the executive responsibilities for the Arcadis business in the Americas, leading the transformation efforts focused on a return to growth whilst bringing in her vast experience in the professional service business and turnaround management. Her personal and pragmatic leadership style are an excellent fit with the Arcadis culture and her commerciality and strong focus on clients is very much aligned with the Arcadis values and leadership competences.

Ms. Hopkins' terms and conditions of engagement as a member of the Executive Board will be in accordance with the remuneration policy that is proposed to the General Meeting (Agenda item 7). These terms and

conditions comprise of a fixed annual compensation of \$ 672,000, an annual bonus opportunity of 50% of the fixed remuneration (at target) and a long-term variable remuneration in the form of conditional shares. Under the Arcadis N.V. Long Term Incentive Plan Ms. Hopkins will receive conditional Arcadis N.V. shares, with a fair value of 75% of her base salary. For 2017 and 2018 this has been fixed at 58,060. The shares vest after three years and are restricted for another two years. The vesting of the conditional shares is dependent on the performance criteria established in advance, in accordance with the remuneration policy for the members of the Executive Board. In addition Ms. Hopkins will receive \$ 67,000 as pension allowance.

The terms and conditions of engagement defined in a management agreement between Arcadis N.V. and Ms. Hopkins are in compliance with the Corporate Governance Code. They include a maximum severance payment of the annual fixed remuneration. Her notice period is 3 months. Management agreements with the members of the Executive Board do not contain provisions for the event of termination of employment resulting from change of control.

Per the end of February 2017 Ms. Hopkins held 20,000 ordinary shares and 40,000 Restricted Share Units in the capital of Arcadis N.V.

The process for finding the best candidates for the Executive Board involved evaluation of aspects such as age, gender, expertise, social background, and nationality. The first priorities when considering candidates to fill vacancies in the Executive Board remain quality, expertise and experience.

### **AGENDA ITEM 8.b**

#### **COMPOSITION OF THE EXECUTIVE BOARD; APPOINTMENT OF MR. P.W.B. OOSTERVEER (for resolution)**

After the departure of Mr. N.C. McArthur in October 2016 the Supervisory Board started a thorough selection process for a new CEO. The Supervisory Board reviewed both external and internal candidates and finally made the decision to recruit Mr. P.W.B. (Peter) Oosterveer (1957).

The Supervisory Board is submitting a nomination for the appointment of Mr. Oosterveer as member of the Executive Board immediately after the end of this annual General Meeting. If appointed, Mr. Oosterveer will

be serving as Chief Executive Officer and Chairman of the Executive Board of Arcadis.

The appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2021, and any adjournment thereof. In line with the existing policy for the nomination of candidates for the Executive Board, the nomination of Mr. Oosterveer is binding. The General Meeting may overrule the binding nature of a nomination by a resolution adopted by at least a two-thirds majority of votes cast, representing more than one-half of the issued share capital.

Mr. Oosterveer is a Dutch national and holds a bachelor's degree in Electrical Engineering from the Noordelijke Hogeschool Leeuwarden. In 1988, he joined Fluor Corporation as Controls System Engineer. Fluor Corporation is, with 60,000 employees, one of the world's largest publicly traded engineering, procurement, construction, maintenance and project management companies. Based out of the Netherlands, he was assigned to several international projects, followed by general management roles. In 1999, Mr. Oosterveer moved to Fluor's headquarters in California to run a major global change program. After the successful delivery of this program, he moved back to Europe to take the role of General Manager for Fluor in The Netherlands, and subsequently leading the Chemicals Group for Fluor Europe, Africa, and the Middle East. Having grown the Global Chemicals business, Mr. Oosterveer became President of the Energy and Chemicals group for Fluor globally, and became a member of the Fluor Corporate Leadership Team.

In 2014, he was appointed as Chief Operating Officer with Profit & Loss responsibility for the Commercial Operations of Fluor worldwide, responsible for approximately \$ 20 billion of annual revenues.

Mr. Oosterveer brings extensive knowledge and experience as a leader in the global engineering industry. His knowledge of project management, strong commercial acumen, and demonstrated ability to deliver profitable and sustainable growth are an excellent fit with the requirements of Arcadis. Also, Mr. Oosterveer is known for his high integrity, attention for people development, and unrelenting client focus, which match the Arcadis core values.

Mr. Oosterveer's terms and conditions of engagement as a member of the Executive Board will be in accordance with the remuneration policy that is proposed to the General Meeting (Agenda item 7). These terms and conditions comprise of a fixed annual compensation of € 660,000, an annual bonus opportunity of 50% of the fixed remuneration (at target) and a long-term variable remuneration in the form of conditional shares. Under the Arcadis Long term Incentive Plan Mr. Oosterveer will receive conditional Arcadis N.V. shares, with a fair value of 110% of his base salary. For 2017 and 2018 this number has been fixed at 87,790. The shares vest after three years and are restricted for another two years. The vesting of the conditional shares is dependent on the performance criteria established in advance, in accordance with the remuneration policy for the members of the Executive Board. In addition Mr. Oosterveer will receive a pension allowance of € 136,944.

The terms and conditions of engagement defined in a management agreement between Arcadis N.V. and Mr. Oosterveer are in compliance with the Corporate Governance Code. They include a maximum severance payment of the annual fixed remuneration. His notice period is 3 months. Management agreements with the members of the Executive Board do not contain provisions for the event of termination of employment resulting from change of control.

Mr. Oosterveer currently does not hold any (options to acquire) shares in the capital of Arcadis N.V.

An important objective with respect to the composition of the Executive Board is to have a variation of age, gender, social background and nationality. These aspects were taken into consideration in the search for a new member of the Executive Board. At the same time, the first priorities when considering candidates for vacancies in the Executive Board remain quality, expertise and experience.

## **AGENDA ITEM 9**

### **REMUNERATION SUPERVISORY BOARD** (for resolution)

Pursuant to article 15.11 of the Articles of Association, the General Meeting sets the remuneration of the members of the Supervisory Board. One element of the remuneration for members of the Supervisory Board was last changed in 2016, when the General Meeting decided to increase the attendance fee for every meeting that involves intercontinental travel from € 2,500 to € 4,000.

The benchmark analysis for the SB started in 2015, continued in 2016 and the results of this analysis showed that the remuneration of the members of the Supervisory Board is below the median of the two labor market reference groups (these reference groups are the same as for the Executive Board remuneration (see agenda item 7.a)). To align with market practice, it is proposed to adjust the annual remuneration for members of the Supervisory Board per January 2017 to the following levels:

#### Annual remuneration Supervisory Board

|          | Proposed | Current  |
|----------|----------|----------|
| Chairman | € 80,000 | € 65,000 |
| Members  | € 55,000 | € 50,000 |

The chairmen and members of the Arcadis Audit and Risk Committee, the Selection Committee and the Remuneration Committee are granted an annual compensation. To align with market practice, it is proposed to increase the compensation for these subcommittees, as follows:

#### Annual committee remuneration Supervisory Board

|                                   | Proposed | Current  |
|-----------------------------------|----------|----------|
| Chairman Audit and Risk Committee | € 12,000 | € 10,000 |
| Members Audit and Risk Committee  | € 8,000  | € 7,000  |
| Chairman Selection Committee      | € 10,000 | € 9,000  |
| Members Selection Committee       | € 7,000  | € 6,000  |
| Chairman Remuneration Committee   | € 10,000 | € 9,000  |
| Members Remuneration Committee    | € 7,000  | € 6,000  |

No changes are proposed to the compensation of expenses. The members of the Supervisory Board are entitled to a fixed compensation for expenses of € 2,000 per annum, while the Chairman of the Supervisory Board is entitled to a fixed compensation for expenses of € 3,000 per annum.

### AGENDA ITEM 10.a

#### COMPOSITION OF THE SUPERVISORY BOARD; RE-APPOINTMENT OF MR. N.W. HOEK (for resolution)

In accordance with the rotation schedule drawn up by the Supervisory Board, the first term of Mr. N.W. (Niek) Hoek will expire after the annual General Meeting on 26 April 2017. Mr. Hoek is eligible and available for re-appointment.

Mr. Hoek has been a member of the Supervisory Board since 2013, and Chairman of the Supervisory Board since 1 January 2015. He complies with the independence criteria of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board.

Candidate details for the proposed re-appointment in accordance with section 2:142.3 of the Dutch Civil Code:

|   |  |
|---|--|
| Name                                    | drs. Nicolaas Willem Hoek (15 September 1956)  |
| Nationality                             | Dutch  |
| Current position                        | Managing Director Brandaris Capital  |
| Previous positions                      | <ul style="list-style-type: none"> <li>• Member of the Supervisory Board of Euronext N.V.</li> <li>• Several functions within Delta Lloyd and Shell</li> </ul>   |
| Supervisory/non-executive directorships | <ul style="list-style-type: none"> <li>• Member of the Supervisory Board of Anthony Veder</li> <li>• Member of the Supervisory Board of the KNRM</li> <li>• Member of the Supervisory Board of Van Oord</li> </ul> |
| Arcadis N.V. shares and/ or options     | None   |

The Supervisory Board is submitting a non-binding nomination for the re-appointment of Mr. Hoek as a member of the Supervisory Board immediately after the end of this Annual General Meeting. The nomination for the re-appointment of Mr. Hoek is, amongst other things, based on his experience in the supervision of management of multinational businesses, his international business acumen, his experience in the finance and investment world, as well as the excellent and constructive manner in which he has performed his role of Chairman of the Arcadis Supervisory Board and Chairman of the Selection Committee, as well as member of the Audit and Risk Committee and the Remuneration Committee. The appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2021, and any adjournment thereof.

If re-appointed, Mr. Hoek will continue his role as Chairman of the Arcadis Supervisory Board and Chairman of the Selection Committee, as well as member of the Audit and Risk Committee and the Remuneration Committee.

**AGENDA ITEM 10.b****COMPOSITION OF THE SUPERVISORY BOARD; RE-APPOINTMENT OF MS. R. MARKLAND** (for resolution)

In accordance with the rotation schedule drawn up by the Supervisory Board, the second term of Ms. R. (Ruth) Markland will expire after the annual General Meeting on 26 April 2017. Ms. Markland is eligible and available for re-appointment.

Ms. Markland has been a member of the Supervisory Board since 2009. She complies with the independence criteria of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board.

Candidate details for the proposed re-appointment in accordance with section 2:142.3 of the Dutch Civil Code:

|   |  |
|---|--|
| Name                                    | Ruth Markland (7 February 1953)  |
| Nationality                             | British  |
| Previous positions                      | <ul style="list-style-type: none"> <li>• Lawyer, Nabarro Nathanson (1975-1977)</li> <li>• Lawyer/ Partner, Freshfields (1977-2003) in their offices in London, Singapore, and Hong Kong</li> </ul> |
| Supervisory/non-executive directorships | <ul style="list-style-type: none"> <li>• Non-executive director The Sage Group PLC</li> <li>• Independent Non-Executive Board Member of Deloitte LLP</li> </ul>                                    |
| Arcadis N.V. shares and/ or options     | None   |

The Supervisory Board is submitting a non-binding nomination for the re-appointment of Ms. Markland as a member of the Supervisory Board immediately after the end of annual General Meeting on 26 April 2017. Since joining the Supervisory Board, she has brought her extensive boardroom experience to bear. The nomination for the re-appointment of Ms. Markland is based on her thorough understanding of corporate governance and senior remuneration, her vast experience with the professional services sector and her experience in the supervision of management of multinational companies and specific experience in working in Asia. Since 2014 she has chaired the Arcadis Remuneration Committee and continued as a member of the Arcadis Selection Committee. The appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2021, and any adjournment thereof.

If re-appointed, Ms. Markland will continue her role as chair of the Arcadis Remuneration Committee and member of the Arcadis Selection Committee.

**AGENDA ITEM 10.c****COMPOSITION OF THE SUPERVISORY BOARD; APPOINTMENT OF MR. W.G. ANG** (for resolution)

The Supervisory Board is submitting a non-binding nomination for the appointment of Mr. W.G. (Wee Gee) Ang as member of the Supervisory Board immediately after this annual General Meeting. If appointed, Mr. Ang will fill the vacancy that will be created by the departure of Mr. G. Nethercutt, who has served as a Supervisory Board member since 2005.

The appointment will be for a period of four years and will continue through the end of the Annual General Meeting in 2021 and any adjournment thereof. Mr. Ang complies with the independence criteria of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board.

The Supervisory Board set the objective to replace Mr. Nethercutt with a candidate from Asia who has knowledge of our industry, solid understanding of the business environment in Asia, as well as international managerial experience. An important objective with respect to the composition of the Supervisory Board is to have a variation of age, gender, expertise, experience, social background, and nationality. These aspects were taken into consideration in the search for a new Supervisory Board Member. At the same time, the first priorities when considering candidates to fill vacancies in the Supervisory Board remain quality, expertise and experience.

Mr. Ang is currently the Chief Executive Officer of Keppel Land Limited (“**Keppel Land**”), a property developer based in Singapore. Keppel Land is part of the Keppel Corporation. Prior to his appointment as Chief Executive Officer of Keppel Land, Mr. Ang held senior management positions in the Keppel Land Group. He was Executive Vice Chairman of Keppel Land China Limited, a wholly-owned subsidiary of Keppel Land which was formed in 2010 to own and operate Keppel Land’s businesses in China. Prior to that, he was Executive Director and Chief Executive Officer International of Keppel Land International,

responsible for the Group's overseas businesses. He was also Chairman of Keppel Philippines Properties Inc which is listed on the Philippine Stock Exchange and Chairman of Keppel Thai Properties Public Company Limited which was listed on The Stock Exchange of Thailand. Mr. Ang was also the Group's Country Head for Vietnam as well as Head of Keppel Land Hospitality Management. He previously held various positions in business and project development for Singapore and overseas markets, and corporate planning in the Group's hospitality management arm.

Prior to joining Keppel Land in 1991, Mr. Ang acquired diverse experience in the hotel, real estate and strategy consulting industries in the USA, Hong Kong and Singapore.

Mr. Ang has a Bachelor of Science in Business Administration from the University of Denver, USA, and a Master of Business Administration from Imperial College, University of London, UK.

Candidate details for the proposed appointment are in accordance with section 2:142.3 of the Dutch Civil Code:

|   |   |
|---|---|
| Name                                    | Wee Gee Ang (26 September 1961)   |
| Nationality                             | Singaporean   |
| Current positions                       | <ul style="list-style-type: none"> <li>• CEO Keppel Land Limited (2013 – now)</li> <li>• Board member Keppel REIT Management Limited (2013 – now)</li> </ul>  |
| Previous positions                      | <ul style="list-style-type: none"> <li>• Executive Vice Chairman Keppel Land China (2010 - 2012)</li> <li>• Executive Director and Chief Executive Officer Keppel Land international (2006 – 2009)</li> </ul> |
| Supervisory/non-executive directorships | <ul style="list-style-type: none"> <li>• Building and Construction Authority of Singapore</li> <li>• Board Member Raffles Institution</li> </ul>  |
| Arcadis N.V. shares and/ or options     | None  |

Because of his extensive experience in the property development business (an adjacent business to our buildings sector and our Architecture and Design business), his solid understanding of the business environment in Asia as well as his international managerial experience the Supervisory Board proposes that Mr. Ang be appointed as a member of the Supervisory Board immediately after this annual General Meeting. If appointed, Mr. Ang will also become a member of the Remuneration Committee and the Selection Committee.

#### **AGENDA ITEM 10.d**

##### **ANNOUNCEMENT OF VACANCIES ARISING AFTER THE NEXT ANNUAL GENERAL MEETING (for information)**

In accordance with the rotation schedule drawn up by the Supervisory Board, the second term of Mr. I.M. Grice will expire after the annual General Meeting in 2018. Mr. Grice is eligible for re-appointment in accordance with the Articles of Association.

#### **AGENDA ITEM 11.a**

##### **DESIGNATION OF THE EXECUTIVE BOARD AS THE BODY AUTHORIZED TO GRANT OR ISSUE ARCADIS N.V. (RIGHTS TO ACQUIRE) ORDINARY AND/ OR CUMULATIVE FINANCING PREFERENCE SHARES (for resolution)**

It is proposed to designate the Executive Board as the body authorized to issue ordinary Arcadis N.V. shares and/or cumulative financing preference shares, subject to the prior approval of the Supervisory Board and of the Arcadis N.V. Priority Foundation (the holder of the Arcadis N.V. priority shares). This includes the authority to grant rights to acquire ordinary shares and/ or cumulative financing preference shares.

This designation will be valid for a period of eighteen months as from 1 July 2017. If the resolution is adopted, the designation of the Executive Board as granted in the annual General Meeting of 25 April 2016 shall lapse on 1 July 2017. The designation shall apply up to a maximum of 10% of the total number of ordinary and cumulative financing preference shares issued at the time of the decision to issue ordinary and/ or cumulative financing preference shares, increased by 10% to a total of 20% if the issue takes place in connection with a merger or takeover.

The purpose of this proposal is to be able to decisively anticipate opportunities to expand Arcadis by means of acquisitions. It may be desirable to issue shares to finance (part of) such acquisitions. The impact on the expected profit per share constitutes an important aspect of the decision making. Furthermore, it may be necessary to issue shares in the context of commitments made in relation to option schemes. In view of the Company's financing structure, the scope of the authority to issue shares is set at no more than 10% of the issued share capital, with the understanding that such authority will expand to 20% in case of a share issue in support of a merger or takeover.

### **AGENDA ITEM 11.b**

#### **DESIGNATION OF THE EXECUTIVE BOARD AS THE BODY AUTHORIZED TO ISSUE ORDINARY ARCADIS N.V. SHARES AS DIVIDEND (for resolution)**

With regard to the payment of dividend in the form of ordinary Arcadis N.V. shares (see agenda item 4.c), and in addition to any authorities delegated under agenda item 11.a, it is proposed to designate the Executive Board as the body authorized to issue ordinary Arcadis N.V. shares, up to the number of shares to which shareholders are entitled if they choose to receive the dividend over financial year 2016 in Arcadis N.V. ordinary shares.

### **AGENDA ITEM 11.c**

#### **DESIGNATION OF THE EXECUTIVE BOARD AS THE BODY AUTHORIZED TO LIMIT OR EXCLUDE PRE-EMPTIVE RIGHTS (for resolution)**

It is proposed to designate the Executive Board as the body authorized to limit or exclude pre-emptive rights in relation to any issue or grant of (rights to acquire) shares by the Executive Board under the authorities designated to the Executive Board. This designation will be valid for a period of eighteen months as from 1 July 2017. If the resolution is adopted, the designation of the Executive Board as granted in the annual General Meeting of 25 April 2016 shall lapse on 1 July 2017.

No pre-emptive rights exist in respect of ordinary shares issued against a non-cash contribution. In the event of issue of new ordinary shares against payment in cash, holders of ordinary shares have pre-emptive rights to subscribe for these new ordinary shares during a period of at least fourteen days, as to be published in the Dutch State Gazette. The delegation requested under this agenda item will permit the Executive Board to exclude or limit pre-emptive rights in relation to stock option schemes. Furthermore, the pre-emptive rights can be limited or excluded - for up to 20% of the total issued share capital at the time of the decision to issue shares or grant rights to acquire shares - if it would be desirable to pay (part of) an acquisition in the form of ordinary Arcadis N.V. shares. The Executive Board will only exercise this authority taking into account the limitations identified in this explanatory note and exclusively for the objectives described in this explanatory note.

### **AGENDA ITEM 12**

#### **AUTHORIZATION TO REPURCHASE ARCADIS N.V. SHARES (for resolution)**

It is proposed that in accordance with article 7.1 of the articles of association the Executive Board be authorized to acquire on behalf of the Company ordinary shares and/ or cumulative financing preference shares in the share capital of the Company for financial consideration. The authorization will be valid for a period of eighteen months as from 1 July 2017. If the resolution is adopted, the authorization of the Executive Board as granted in the annual General Meeting of 25 April 2016 shall lapse on 1 July 2017. The authorization shall apply up to a maximum of 10% of the issued share capital.

Ordinary shares may be acquired by purchasing them on the stock exchange, or otherwise, at a price that is equal to at least the nominal value of the ordinary shares and at most the listed share price plus 10%. For this purpose, the listed share price is calculated as the average of the share closing price according to the Daily Official List of Euronext N.V., Amsterdam, on each of the five trading days preceding the date on which the shares are acquired.

The cumulative financing preference shares may be acquired at a price that is equal to at least the nominal value of the financing preference shares and at most the amount paid on those financial preference shares, including the nominal amount and the share premium, increased by the amount of the distribution that in accordance with article 8 of the Articles of Association should be paid if these shares were to be cancelled.

### **AGENDA ITEM 13**

#### **APPROVAL OF REVISION TO THE ARCADIS N.V. 2010 EMPLOYEE SHARE PURCHASE PLAN (for resolution)**

In 2010, the General Meeting approved the Arcadis N.V. 2010 Employee Share Purchase Plan (the “Plan”) which allows employees of Arcadis N.V. and its participating subsidiaries to periodically purchase Arcadis N.V. shares at a previously set discount. The Plan has been implemented in a number of countries in which Arcadis operates and, where necessary or appropriate (such as the United States), sub-plans of the Plan have been established to comply with local (fiscal) regulations.

The shares to be acquired under the Plan, as well as the provided discount, are made available by the Lovinklaan Foundation. The Plan therefore does not involve the purchase of company shares or the issue of shares by Arcadis N.V. The Lovinklaan Foundation is a shareholder of Arcadis N.V. and currently holds an equity interest amounting to approximately 17%. The Lovinklaan Foundation absorbs the Plan's operating costs.

The purpose of the Plan is to promote share ownership in Arcadis N.V. among employees. Unless earlier terminated, the Plan will expire on 31 December 2020.

It is proposed to amend the Plan to increase the number of Arcadis N.V. shares to be made available by Lovinklaan Foundation under the Plan (and sub-plans) from 3 million to 4.5 million to avoid running out of shares before 2020.

To satisfy the requirements of Section 423 of the United States Internal Revenue Code of 1986, as amended, shareholders must approve amendments to the Plan. The Executive Board and the Supervisory Board recommend that the General Meeting approves the proposed revision.

# VOTING INSTRUCTIONS

The holders of ordinary shares entitled to attend and/ or vote at this General Meeting are those persons who, on Wednesday 29 March 2017 (the **“Record Date”**), have those rights and are registered as such in the registers designated for that purpose by the Executive Board.

An invitation to attend the annual General Meeting will be sent to all holders of registered shares. Starting Thursday 30 March 2017, holders of bearer shares wishing to attend the General Meeting may apply to the intermediary that administers their shares or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) for a registration certificate that serves as proof of entitlement for admission to the General Meeting. Shareholder requests must be received no later than Wednesday 19 April 2017 at 5pm CET.

Shareholders are entitled to be represented at the General Meeting by an independent third party. Following registration with the intermediary, holders of bearer shares may submit a proxy with voting instructions to Intertrust Management B.V. in Amsterdam. The proxy is made available on the Company website and must be received by Intertrust Management B.V. for the attention of Mr R. Rosenboom, Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, no later than Wednesday 19 April 2017 at 5pm CET.



A proxy with voting instructions will be sent to the holders of registered shares. Here too, Intertrust Management B.V. must receive the proxy no later than Wednesday 19 April 2017 at 5pm CET at the above address. Should shareholders wish to designate a party other than Intertrust Management B.V. as their proxy, then they can also use the proxy that the Company has made available on its website. To gain access to the General Meeting the third party granted the proxy must take such proxy and, if applicable, the registration certificate, to the General Meeting.

Shareholders who do not wish to attend the General Meeting in person or by proxy, can cast their vote prior to the General Meeting via the ABN AMRO website designated for this purpose. They may request that Intertrust Management B.V. as an independent third party shall communicate such votes to the Company in the General Meeting. The shareholder may cast his or her votes via the website, at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) through Wednesday 19 April 2017. Intermediaries must submit a statement to ABN AMRO on Thursday 20 April 2017 at 12 noon CET at the latest that identifies the number of shares reported to the General Meeting for the relevant shareholder.

Shareholders and proxy holders may be asked to identify themselves at the registration desk prior to the commencement of the General Meeting. We therefore ask that all those entitled to attend the General Meeting carry a valid proof of identity (passport or driving license).

#### **HOLDERS OF NEW YORK SHARES**

Similar to previous years, holders of New York shares will be able to cast their votes through the Bank of New York Mellon. Shareholders will be provided with a proxy card and the Agenda for the meeting, including the explanatory notes thereto. The Bank of New York Mellon should be provided with the executed proxy card prior to 5pm New York Time on 18 April 2017. In accordance with Dutch Law and the Articles of Association of the Company holders of shares must hold their shares on 29 March 2017 (the **“Dutch Record Date”**) in order for their votes to be accepted at the Meeting. By signing and returning the proxy card the shareholder agrees and attests that he will not sell or transfer his shares prior to the close of business on 29 March 2017. If the shareholder sells or transfers his shares on or before the close of business on 29 March 2017, his or her votes will not be counted.

# ROUTE DESCRIPTION



Scan QR code for route description

## PUBLIC TRANSPORT

The ABN AMRO offices can easily be reached by public transport. The office is at a two-minute walk from Amsterdam Zuid station, where trains, trams, metro, and buses stop.

## METRO AND TRAM

- From Amsterdam Sloterdijk station take metro 50, direction Gein.
- From Duivendrecht station or Bijlmer Arena station take metro 50, direction Isolatorweg.
- From Amsterdam Central station or Amstel station take metro 51, direction Westwijk.
- From Amsterdam Central station take tram 5, direction Amstelveen Binnenhof.

For further instructions see 'Train'.

## TRAIN

- Take the train to Amsterdam Zuid station.
- Take exit 'Zuid', the station's south exit. You will arrive at a square, the Gustav Mahlerplein.
- The entrance to ABN AMRO is located at your left hand side. Because of construction works the route to the entrance might be longer than usual. Be careful where you walk.
- The registration desk for the Arcadis N.V. General Meeting will be on the first floor, by the entrance to the meeting room.

## BY CAR

From the A10 ring road south, take exit S109 Amsterdam RAI.

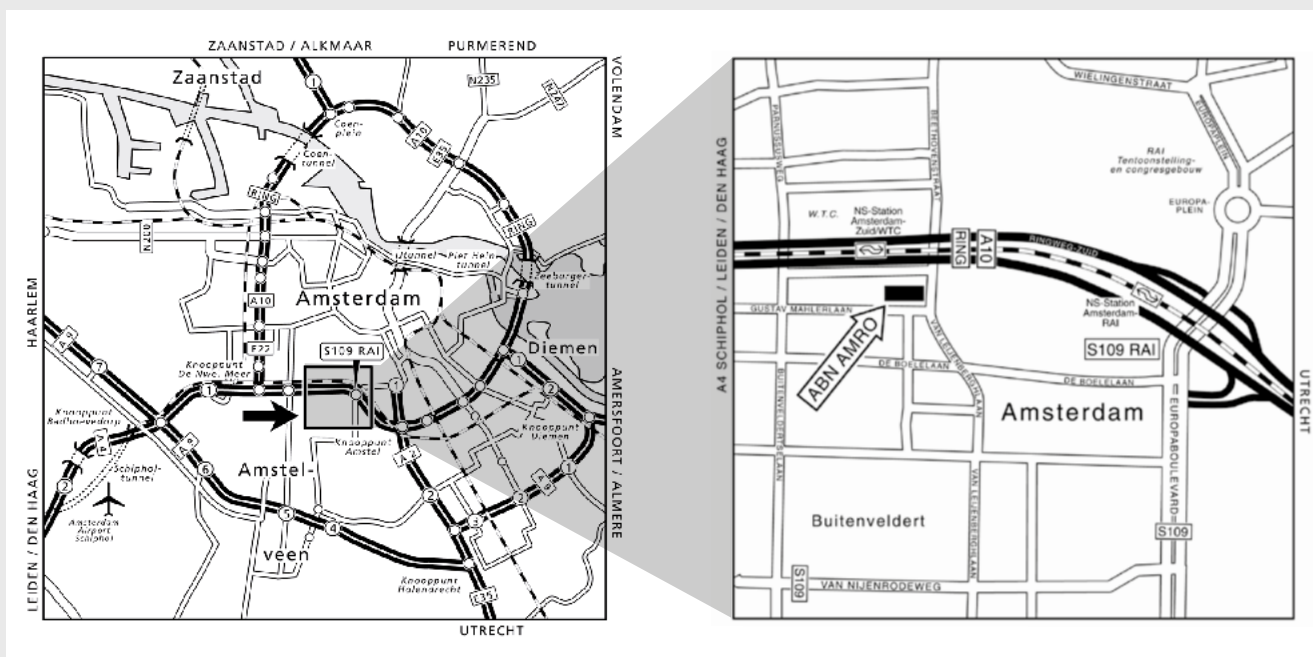
## FROM UTRECHT/ AMERSFOORT

At the end of the exit turn left (follow the signs WTC). Take the first right (at the traffic lights) onto De Boelelaan. See further below.

## FROM THE HAGUE/ HAARLEM

Go straight at the end of the exit (follow the signs WTC) and take the first left (at the traffic lights) onto the De Boelelaan.

- After approximately 700 meters turn right onto the Van Leijenberghlaan.
- At the first traffic lights (ABN AMRO Building) turn left onto the Gustav Mahlerlaan.
- At your left hand side you will find the access to Q-park, where you can park your car (note: this is not the car park under the ABN AMRO Building).
- After parking your car please cross the road to the ABN AMRO building. The entrance to ABN AMRO can only be reached on foot from the Gustav Mahlerplein. Because of construction works the route to the entrance might be longer than usual. Be careful where you walk.
- The registration desk for the Arcadis N.V. General Meeting will be on the first floor, by the entrance to the meeting room.



**ABN AMRO  
GUSTAV MAHLERLAAN 10  
AMSTERDAM**

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**CONTACT**

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