

A photograph of a young Black woman with curly hair, wearing a blue denim jacket and large hoop earrings. She is smiling broadly and looking towards the camera. The background is a blurred indoor setting with warm lighting and other people, suggesting a social or professional gathering.

Maximizing impact

Sustainable solutions | Digital Leadership | Focus and Scale

The annual General Meeting of Arcadis N.V. will be held on Thursday 29 April 2021 at 2pm CET

Agenda

- 1. Opening and notifications**
 - a. Opening
 - b. Notifications
- 2. Report by the Supervisory Board on financial year 2020**
(for discussion)
- 3. Report by the Executive Board on financial year 2020**
(for discussion)
- 4. 2020 financial statements and dividend**
 - a. Adoption of the 2020 financial statements (for resolution)
 - b. Dividend over financial year 2020 (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 2022 financial statements**
(for resolution)
- 7. Remuneration reports Executive Board and Supervisory Board 2020**
 - a. Remuneration report Executive Board (for advice)
 - b. Remuneration report Supervisory Board (for advice)
- 8. Revisions to remuneration policy for Executive Board**
(for resolution)
- 9. Composition of the Executive Board; re-appointment of Mr. P.W.B. Oosterveer**
(for resolution)
- 10. Composition of the Supervisory Board**
 - a. Appointment of Ms. C. Mahieu (for resolution)
 - b. Re-appointment of Mr. N.W. Hoek (for resolution)
 - c. Re-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 shares and/or cumulative financing preference shares (for resolution)
 - b. Designation of the Executive Board as the body authorized to issue ordinary 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. Cancellation of ordinary Arcadis N.V. shares**
(for resolution)
- 14. Any other business**
- 15. Closing**

Amsterdam, 11 March 2021

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 2020 (for discussion)

The Supervisory Board reports on its activities during financial year 2020.

Agenda item 3

Report by the Executive Board on financial year 2020 (for discussion)

The Executive Board reports on its activities during financial year 2020.

Agenda item 4.a

Adoption of the 2020 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 2020 Financial Statements.

Agenda item 4.b

Dividend over financial year 2020 (for resolution)

It is proposed that for the financial year 2020 a dividend of €0.60 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) which aims for a pay-out of 30-40% of net income from operations. The remaining portion of the profit will be added to the reserves.

The ordinary shares will be listed ex-dividend effective Monday 3 May 2021. 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 5 May 2021 through Wednesday 19 May 2021, 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 (‘VWAP’) of Arcadis N.V. shares traded on Euronext Amsterdam from Thursday 13 May 2021 through Wednesday 19 May 2021. The Exchange Ratio will be published on Wednesday 19 May 2021 after close of trading. The dividend will be paid (and the shares will be provided) as from Friday 21 May 2021. In relation to the dividend, sections 1:4.h and 1:5.g of the Prospectus Regulation will be applicable.

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 2020 be discharged from liability for their management of the Company and its activities during such year, as far as evidenced by the Executive Board report, the annual financial statements, announcements during the annual General Meeting and/or (other) 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 2020 be discharged from liability for their supervision during such year, as far as evidenced by the Executive Board report, the Supervisory Board report, the annual

financial statements, announcements during the annual General Meeting and/or (other) 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 2022 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 giving the assignment to audit the 2022 Financial Statements of the Company to PricewaterhouseCoopers Accountants N.V. To come to this recommendation, the Supervisory Board assessed the relationship with the external auditor, based on a report from the Executive Board and the evaluation and recommendation by the Audit and Risk Committee, all in line with applicable legislation. If appointed, it will be the eighth year that PricewaterhouseCoopers audits the financial statements of the Company.

Agenda item 7.a

Remuneration report Executive Board (for advice)

In line with section 2:135b.2 of the Dutch Civil Code, the remuneration report for the Executive Board is submitted to the General Meeting for an advisory vote.

For the report on the remuneration of the Executive Board in 2020 reference is made to pages 182 through 190 of the 2020 Annual Report. The shareholders are asked to give their view on how the Company implemented the remuneration policy for the Executive Board in 2020.

In line with section 2:135b.2 of the Dutch Civil Code, the remuneration report for the Executive Board with respect to financial year 2021 will include an explanation on how the Company has taken into account the advisory vote of the shareholders cast during this annual General Meeting.

Agenda item 7.b

Remuneration report Supervisory Board (for advice)

In line with sections 2:135b.2 and 2:145.2 of the Dutch Civil Code, the remuneration report for the Supervisory Board is submitted to the General Meeting for an advisory vote.

For the report on the remuneration of the Supervisory Board in 2020 reference is made to page 191 of the 2020 Annual Report. The shareholders are asked to give their view on how the Company implemented the remuneration policy for the Supervisory Board in 2020.

In line with sections 2:135b.2 and 2:145.2 of the Dutch Civil Code, the remuneration report for the Supervisory Board with respect to financial year 2021 will include an explanation on how the Company has taken into account the advisory vote of the shareholders cast during this annual General Meeting.

Agenda item 8

Revisions to remuneration policy for Executive Board (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 2020 to align with the Dutch implementation legislation of the European Shareholder Rights Directive.

To align the components of the remuneration of the Executive Board members with the Company's new strategy 'Maximizing Impact', the Supervisory Board proposes to revise the policy as set out below. At the same time, the Supervisory Board reviewed current market practice as to matters which are expressly determined in the policy and proposes some limited changes which are detailed below to bring the policy more in line with market practice. No increase in the fixed remuneration of the Executive Board for 2021 is being proposed.

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 calibre 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 interests of shareholders and other stakeholders of the Company – all the while adopting the highest standards of good corporate governance.

In the process of preparing the proposed revisions to the remuneration policy of the Executive Board, major shareholders and employee representatives were consulted and their views were taken on board. Questions asked and views expressed at the annual General Meeting in 2020 were also considered. As part of our regular interaction with other stakeholders, Executive Board remuneration was and will continue to be discussed on a regular basis.

Main elements of the remuneration policy Executive Board and changes proposed

The four elements of the remuneration of the members of the Executive Board (annual base salary, short term variable compensation, long term variable compensation and other benefits such as pension) remain unchanged and the target and maximum variable remuneration opportunity relative to base salary also remains unchanged.

1. Labor market reference group

The policy aims at total direct compensation levels around the median for a reference labor group. It is proposed to adjust and simplify the labor market reference group to bring our methodology more in line with market practice. The current combination of two reference groups, a group of Dutch headquartered companies with significant international activities and a group of global industry peer companies, will be replaced by one combined group. The new reference group consists of a majority of Dutch headquartered companies with significant international activities, supplemented by global industry peers, as presented below.

Dutch headquartered companies with significant international activities	Global industry peer companies
Aalberts Industries	AF Pöyry (FIN)
AkzoNobel	RPS Group (UK)
ASM International	SNC Lavalin (CAN)
BAM	Stantec (CAN)
Boskalis	Sweco (Sw)
DSM	WSP Global (CAN)
Fugro	
SBM Offshore	
TKH Group	
Vopak	

2. Base salary

In line with current market practice, instead of expressly specifying the base salaries of the members of the Executive Board in the remuneration policy, the Supervisory Board proposes to annually perform a benchmarking exercise against the labor market reference group, market movements, salary increases of employees and other considerations as are deemed appropriate and to fix base salaries in the light of those factors.

The actual base salaries of the members of the Executive Board will be disclosed in Q1 of the relevant year, in the remuneration report relating to the previous financial year which will be subject to an advisory vote from shareholders at the annual General Meeting. As indicated in the remuneration report for 2020, no increase of base salaries is proposed for 2021.

3. Short-term variable compensation

There is no change to the target or maximum opportunity relative to base salary.

The Supervisory Board reviewed how to ensure that the performance criteria set for the short-term variable compensation could best support the new strategy. It came to the conclusion that, in line with current market practice, it should move from a fixed list of criteria which could not be adjusted to meet in-year priorities to a list of performance criteria (shown below) from which the Supervisory Board will choose the most appropriate criteria for the relevant performance year.

1) Financial criteria (minimum 60% weighting):

- Profit/Margin
- Revenue/Growth
- Free Cash Flow
- Capital return measures (such as ROA, ROE, ROIC)
- Economic/Market value added measures

2) Non-financial criteria:

- Customer results (e.g. net promotor score)
- People & organization (e.g. voluntary turnover, employee engagement)
- Sustainability (e.g. carbon footprint reduction)
- Individual non-financial criterion (e.g. measuring the success of the implementation of the strategy)

The selected performance criteria will be disclosed in Q1 of the relevant year, in the remuneration report relating to the previous financial year.

For 2021, the following performance criteria have been chosen:

- EBITA Margin (20%)
- Organic net revenue growth (20%)
- Free Cash Flow (20%)
- Net order intake Key Clients (20%)
- Individual non-financial criterion linked to the implementation of the strategy (20%)

4. Long-term variable compensation: measurement method performance criterion Sustainability and VWAP

No changes are being proposed to the performance criteria for the long-term variable compensation (i.e. Total Shareholder Return, Earnings Per Share and Sustainability) and there are no changes to the target or maximum opportunity.

Considering the fast pace of developments in the field of Sustainability and to ensure that the Supervisory Board can continue to apply a best-in-class measurement method to this performance criterion, the Supervisory Board proposes to remove the reference to a specific measurement method from the remuneration policy. The measurement method selected will be externally validated and will be selected to align with the Company's strategy to create impact through sustainable solutions.

For 2021, the Supervisory Board will maintain the Company's Sustainability score as measurement method for the performance criterion Sustainability. Any change to the measurement method for the performance criterion Sustainability will be disclosed in Q1 of the relevant performance year, in the remuneration report relating to the previous financial year.

To align with market practice, the Supervisory Board proposes to remove the reference in the remuneration policy to a fixed method for determining the notional share price applied to the conversion of the monetary value of LTI awards to a number of shares, but rather to disclose the notional share price used in the remuneration report relating to the previous financial year.

For 2021, no change is proposed: the number of conditional performance shares to be granted shall be based on the VWAP of ordinary Arcadis N.V. shares with a nominal value of EUR 0.02 per share for a 30-day period starting on the day of the publication of the annual results of the year preceding the grant year. For future years, the Supervisory Board will keep under review market practice in this area.

The full text of the proposed remuneration policy for the Executive Board is included as Annex I. All material proposed changes are in orange.

Agenda item 9

Composition of the Executive Board; Re-appointment of Mr. P.W.B. Oosterveer (for resolution)

The Supervisory Board is submitting a nomination for the re-appointment of Mr. P.W.B. (Peter) Oosterveer as member of the Executive Board immediately after the end of this annual General Meeting. If re-appointed, Mr. Oosterveer will continue to serve as Chief Executive Officer and Chair 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 2025, 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.

The nomination for the re-appointment of Mr. Oosterveer is based on the excellent manner in which he has performed his role of Chief Executive Officer and Chair of the Executive Board of Arcadis during his first term. Mr. Oosterveer successfully led Arcadis in achieving its 2018 – 2020 strategic goals, strengthening its balance sheet, significantly reducing voluntary turnover and closing out several legacy issues. Additionally, he led the Company to become a frontrunner in using data and digital platforms, and an industry leader in delivering sustainable solutions to client challenges. The Supervisory Board is confident that under Mr. Oosterveer's leadership the Company can further improve its financial performance while having a positive impact on the environment and helping to create resilient communities.

The terms and conditions of Mr. Oosterveer's continued engagement as a member of the Executive Board will be in accordance with the remuneration policy for the Executive Board and are disclosed as part of the annual remuneration report.

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.

Agenda item 10.a

Composition of the Supervisory Board; Appointment of Ms. C. Mahieu (for resolution)

The Supervisory Board is submitting a non-binding nomination for the appointment of Ms. C. (Carla) Mahieu as member of the Supervisory Board immediately after this annual General Meeting. If appointed, Ms. Mahieu will fill the vacancy that will be created by the departure of Ms. R. Markland, who has served as a Supervisory Board member since 2009.

The appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2025 and any adjournment thereof.

Ms. Mahieu complies with the independence criteria of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board. She also complies with the statutory regime limiting the number of supervisory positions that may be held by members of the Supervisory Board under the Dutch Civil Code.

The Supervisory Board set the objective to replace Ms. Markland with a candidate with international managerial experience with a special focus on People and Organization topics, given the people centric nature of Arcadis' business as a professional services company.

Ms. Mahieu also has a solid understanding of the Arcadis business environment. With her background in the areas of digitization, transformation, governance, compliance and public affairs she will bring invaluable expertise to the Supervisory Board.

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.

Ms. Mahieu is currently Executive Vice-President and Chief Human Resources Officer at Aegon N.V. and has been in this role since 2010. She was appointed to the Management Board at Aegon N.V. in 2016. Prior to her joining Aegon N.V., Ms. Mahieu held various senior management positions at Royal Philips N.V., Spencer Stuart and Royal Dutch Shell.

Ms. Mahieu has significant Supervisory Board membership experience, currently with VodafoneZiggo and previously with Royal BAM Group. She has also been nominated for appointment to the Supervisory Board of Royal DSM N.V. in May 2021.

Ms. Mahieu has a Master's degree in Economics from the University of Amsterdam, The Netherlands.

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

Name	Carla Mahieu (1959)
Nationality	Dutch
Current positions	<ul style="list-style-type: none"> Member of the Management Board at Aegon N.V. Executive Vice-President and Chief Human Resources Officer Aegon N.V.
Previous positions	<ul style="list-style-type: none"> Member Supervisory Board Royal BAM Group (2011-2020) Board room consultant, senior HR leader en interim executive, Talent Management (2008-2010) Senior Vice-President HRM, Royal Philips N.V. (2003-2008) Senior consultant People, Organizational change, Talent management (2001-2003) Consultant and principal, Spencer Stuart (1991-2001) Various leadership roles HRM, Communication and Corporate Strategy, Royal Dutch Shell (1984-1999)
Supervisory/ non-executive directorships	<ul style="list-style-type: none"> Member Supervisory Board VodafoneZiggo (2017-now) Nominated to be appointed as Member of Supervisory Board Royal DSM per the AGM on 6 May 2021
Arcadis N.V. shares and/or options	None

The Supervisory Board proposes that Ms. Mahieu be appointed as a member of the Supervisory Board immediately after this annual General Meeting. If appointed, Ms. Mahieu will become Chair of the Remuneration Committee and member of the Selection Committee.

Agenda item 10.b**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 second term of Mr. N.W. (Niek) Hoek will expire after the annual General Meeting on 29 April 2021. Mr. Hoek is eligible and available for a two-year re-appointment.

Mr. Hoek has been a member of the Supervisory Board since 2013, and Chair 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. He also complies with the statutory regime limiting the number of supervisory positions that may be held by members of the Supervisory Board under the Dutch Civil Code.

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

Name	Drs. Nicolaas Willem Hoek (1956)
Nationality	Dutch
Current positions	<ul style="list-style-type: none"> • Managing Director Brandaris Capital • Executive Director Dutch Star Companies TWO
Previous positions	<ul style="list-style-type: none"> • Member of the Supervisory Board of the KNRM (Raad van Toezicht) (2015-2020) • Chair of the Supervisory Board of Stadsherstel Amsterdam N.V. (2011-2015; member SB 2003-2015) • Chair of the Supervisory Board of Stichting Zuiderzeemuseum (2011-2015; member SB 2008-2015) • Member of the Supervisory Board of NIBC Bank N.V. (2003-2015) • Chair Executive Board Delta Lloyd (2001-2014; member EB 1997-2014) • Member of the Supervisory Board of Euronext N.V. (2010-2013) • Several functions within Delta Lloyd and Shell
Supervisory/non-executive directorships	<ul style="list-style-type: none"> • Chair of the Supervisory Board of Van Oord • Member of the Supervisory Board of Anthony Veder (Netherlands Antilles N.V.) • Member of the Supervisory Board of BE Semiconductor Industries N.V. • Chair of the board of the foundation Preference Shares NEDAP N.V.
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 based on the outstanding manner in which he has performed his role of Chair of the Arcadis Supervisory Board and Chair of the Selection Committee, as well as member of the Audit and Risk Committee, the Remuneration Committee and the Sustainability Committee. Mr. Hoek's extensive experience in the supervision of management of multinational businesses, his international business acumen as well as his experience in the finance and investment world continue to be of great value to Arcadis. The re-appointment will be for a period of two years and will continue through the end of the annual General Meeting in 2023, and any adjournment thereof.

The Supervisory Board proposes that Mr. N.W. Hoek be re-appointed as a member of the Supervisory Board per the end of this annual General Meeting. If re-appointed, Mr. Hoek will continue in his role as Chair of the Arcadis Supervisory Board and Chair of the Selection Committee, as well as member of the Audit and Risk Committee, the Remuneration Committee and the Sustainability Committee.

Agenda item 10.c

Composition of the Supervisory Board;

Re-appointment of Mr. W.G. Ang (for resolution)

In accordance with the rotation schedule drawn up by the Supervisory Board, the first term of Mr. W.G. (Wee Gee) Ang will expire per the end of this annual General Meeting. Mr. Ang is eligible and available for a four-year re-appointment.

Mr. Ang has been a member of the Supervisory Board since 2017. He complies with the independence criteria of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board. He also complies with the statutory regime limiting the number of supervisory positions that may be held by members of the Supervisory Board under the Dutch Civil Code.

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

Name	Wee Gee Ang (1961)
Nationality	Singaporean
Supervisory/non-executive directorships	<ul style="list-style-type: none"> • Advisor to TVS Motor Limited (Singapore branch)
Previous positions	<ul style="list-style-type: none"> • Board member Building & Construction Authority of Singapore (2016-2019) • CEO Keppel Land Limited (2013-2017) • Board member Raffles Institution (2015-2017) • Board member Keppel REIT Management Limited (2013-2017) • Executive Vice Chair Keppel Land China (2010-2012) • Executive Director and Chief Executive Officer Keppel Land International (2006-2009) • Various positions in hotel, real estate and strategy consulting industries in the USA, Hong Kong and Singapore
Arcadis N.V. shares and/or options	None

The Supervisory Board is submitting a non-binding nomination for the re-appointment of Mr. Ang as a member of the Supervisory Board immediately per the end of this annual General Meeting. The nomination for the re-appointment of Mr. Ang is based on his extensive senior international business leadership experience in industries which are essential for Arcadis. In the past four years, Mr. Ang has brought his broad boardroom experience and thorough understanding of the Asia market to bear. The re-appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2025, and any adjournment thereof.

The Supervisory Board proposes that Mr. W.G. Ang be re-appointed as a member of the Supervisory Board per the end of this annual General Meeting. If re-appointed, Mr. Ang will continue to be a member of the Arcadis Remuneration Committee and of the Arcadis Selection Committee.

Agenda item 10.d

Composition of the Supervisory Board; 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 first term of M.C. (Michael) Putnam will expire after the annual General Meeting in 2022.

In accordance with the Articles of Association and the Dutch Corporate Governance Code, Mr. M.C. Putnam is eligible for re-appointment.

Agenda item 11.a

Designation of the Executive Board as the body authorized to grant or issue (rights to acquire) ordinary shares and/or cumulative financing preference shares (for resolution)

It is proposed to designate the Executive Board as the body authorized to issue ordinary 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 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 2021. If the resolution is adopted, the designation of the Executive Board as granted in the annual General Meeting of 6 May 2020 shall lapse on 1 July 2021. The designation shall apply up to a maximum of 10% of the total number of ordinary and/or cumulative financing preference shares issued at the time of the decision to issue or grant (rights to acquire) ordinary and/or cumulative financing preference shares, and an additional 10% if the issue or grant takes place in connection with a merger, strategic alliance or takeover. The purpose of this proposal is to be able to decisively anticipate opportunities to expand Arcadis by means, for example, of acquisitions. It may be desirable to issue shares to finance (part of) such acquisitions. The impact on the expected profit per share will constitute an important aspect of the decision making.

Furthermore, it may be necessary to issue shares in the context of commitments made in relation to incentive plans. 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 for any purpose, plus an additional 10% if the issue takes place in connection with a merger, strategic alliance or takeover.

Agenda item 11.b**Designation of the Executive Board as the body authorized to issue ordinary shares as dividend** (for resolution)

With regard to the payment of dividend in the form of ordinary shares (see agenda item 4.b), 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 shares, up to the number of shares to which shareholders are entitled if they choose to receive the dividend over financial year 2020 in 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 2021. If the resolution is adopted, the designation of the Executive Board as granted in the annual General Meeting of 6 May 2020 shall lapse on 1 July 2021.

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 incentive 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 of the Company 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 2021. If the resolution is adopted, the authorization of the Executive Board as granted in the annual General Meeting of 6 May 2020 shall lapse on 1 July 2021.

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 financing 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**Cancellation of ordinary Arcadis N.V. shares** (for resolution)

It is proposed that the General Meeting resolves to reduce the issued share capital by cancellation of ordinary shares, in order to create flexibility with respect to the capital structure of the Company. The cancellation may be executed in one or more tranches.

The number of shares that will be cancelled (whether or not in several tranches) shall be determined by the Executive Board, with a maximum of 10% of the issued share capital per 31 December 2020. Only ordinary shares that have been acquired or will be acquired and are being held by the Company can be cancelled. Ordinary shares that are being held by the Company to meet obligations under employee incentive plans will not be cancelled. The Executive Board will file any resolution to reduce the share capital with the Dutch Chamber of Commerce. The resolution to reduce the share capital will be valid until the end of the annual General Meeting in 2022, which will be no later than 30 June 2022. Pursuant to section 2:100 of the Dutch Civil Code cancellation may not be effected earlier than two months after a resolution to cancel shares is adopted and publicly announced.

Annex I

Arcadis N.V. Remuneration policy Executive Board

Objectives

The remuneration policy for members of the Executive Board of Arcadis N.V. ('Arcadis' or the 'Company') should serve to attract, motivate, and retain international executives of the highest caliber to deliver our ambitious business strategy.

The Executive Board ('EB') remuneration policy acknowledges the internal and external context as well as our business needs and long-term strategy. The remuneration policy is designed to encourage behavior that is focused on long-term value creation, the long-term interests and sustainability of the Company, while adopting the highest standards of good corporate governance.

The remuneration policy further enhances the link between pay and performance by defining performance criteria which are directly linked to achieving our business strategy. The criteria performance criteria, a combination of financial and non-financial criteria, determine the short-term and long-term variable compensation of the members of the Executive Board. In addition, the remuneration policy aligns the interests of the members of the Executive Board with the long-term interests of Arcadis and the interests of shareholders by stimulating share ownership of the members of the Executive Board.

Remuneration elements

The remuneration policy for the members of the Executive Board consists of four elements: annual base salary, short-term variable compensation, long-term variable compensation and other benefits such as pension.

Labor market reference group

Arcadis has developed from a multi-local to the leading international natural and built asset design and consultancy company. In order to align with Arcadis' size (in terms of revenues, average market capitalization, total assets and number of FTE), geographic and industry scope, and labor market competition, a labor market reference group has been defined¹. **The reference group consists of Dutch headquartered companies with significant international activities, supplemented by global industry peers, as presented below.**

Dutch headquartered companies with significant international activities	Global industry peer companies
Aalberts Industries	AF Pöyry (FIN)
AkzoNobel	RPS Group (UK)
ASM International	SNC Lavalin (CAN)
BAM	Stantec (CAN)
Boskalis	Sweco (Sw)
DSM	WSP Global (CAN)
Fugro	
SBM Offshore	
TKH Group	
Vopak	

Within this group, Arcadis positions around the median in terms of the average of the aforementioned parameters revenues, average market capitalization, total assets and number of FTE.

The EB remuneration policy aims at total direct compensation levels (the sum of base salary, short-term variable compensation and long-term variable compensation) around the median of the levels of this reference group.

¹ Changes to the reference group may be required from time to time e.g. following mergers or acquisitions in which one or more companies in the reference group are involved.

Total direct compensation

The relative proportion of the annual base salary and the short-term and long-term variable compensation components² of the members of the Executive Board is as follows:

	Fixed	Short Term Variable	Long Term Variable	Total
Chief Executive Officer	39%	19%	42%	100%
Chief Financial Officer	40%	20%	40%	100%

The compensation has a relatively strong focus on long-term variable compensation, which reflects the importance of alignment with the long-term strategy and long-term value creation of the Company and with shareholder interests.

Base salary

The Supervisory Board determines the base salaries of the members of the Executive Board³ on an annual basis. The Supervisory Board determines the base salaries based on benchmarking against the labor market reference group, market movements, salary increases of employees and other considerations as are deemed appropriate. The increase of base salaries of the members of the Executive Board will not exceed the average increase for employees, unless the benchmarking exercise indicates differently.

The actual base salaries and any salary increase will be disclosed in Q1 of the relevant year, in the remuneration report relating to the previous financial year.

Short-term variable compensation

The short-term variable compensation serves to incentivize the Executive Board for meeting short-term performance criteria. The short-term variable compensation is a percentage of base salary and ranges from 0% to 85% of the annual base salary, with 50% being the target. The short-term variable compensation is payable in cash. The payment is made in March, the year following the performance year.

No pay out will be made in case none of the performance criteria meet the threshold target. Pay out for performance between threshold and target and between target and maximum is based on a linear calculation approach. All short-term variable compensation criteria allow for rewarding strong performance.

Performance criteria STI

To support the Company's strategy, the criteria for the short-term variable compensation are based on the strategy and are partly financial and partly non-financial. Based on the annual priorities of the Company, the Supervisory Board determines the performance criteria applicable to the short-term variable compensation in their meeting prior to the performance year.

The Supervisory Board will select from the following performance criteria:

1) Financial criteria (minimum 60% weighting):

- Profit / Margin
- Revenue / Growth
- Cash Flow
- Capital return measures (such as ROA, ROE, ROIC)
- Economic / Market value added measures.

2) Non-financial criteria:

- Customer results (e.g. net promotor score)
- People & organization (e.g. voluntary turnover, employee engagement)
- Sustainability (e.g. carbon footprint reduction)
- Individual non-financial criterion (e.g. measuring the success of the implementation of the strategy)

The targets (threshold, target and maximum) for each of the performance criteria will be determined annually by the Supervisory Board by reference to the business plan for the respective year and considering the strategic aspirations of the Company.

The selected performance criteria will be disclosed in Q1 of the relevant performance year, in the remuneration report relating to the previous year.

The actual realization on each of the criteria will be reported in the remuneration report relating to the relevant performance year. No payout will be made for meeting a performance criterion in case the performance does not meet the threshold target.

² Percentages mentioned are the on-target levels.

³ For 2021, the base salary of the CEO is € 660,000 and the base salary of the CFO is € 475,000.

The Supervisory Board has the discretion to make adjustments, for example to account for events that were not planned when targets were set or were outside of management's control. In case discretion has been applied, this will be disclosed in the annual remuneration report.

Long-term variable compensation

The long-term variable compensation serves to align the interests of the members of the Executive Board with long-term interests of the Company and its shareholders. Members of the Executive Board annually receive conditional performance shares in principle on the ex-dividend date after the annual General Meeting of the Company. The conditional performance shares vest after three years and are subject to achievement of set performance criteria over three financial years. In addition, the shares must be held for two more years.

Size of award

The size of the LTI award is defined as a percentage of annual base salary, with the actual grant being determined by this percentage and the applicable Volume Weighted Average Price ("VWAP").

The applicable VWAP will be disclosed in the annual remuneration report.⁴

The following percentages (as % of base salary) apply:

	Target	Maximum
Chief Executive Officer	110%	185.5% ⁵
Chief Financial Officer	100%	165%

The maximum opportunity for the long-term variable compensation shall not exceed 165% of target.

Performance criteria LTI

To support the strategy, the long-term interests and continuity of the Company as well as the shareholder interests, the performance criteria are:

Criterion	Weight
Total Shareholder Return	33.33%
Earnings Per Share	33.33%
Sustainability	33.33%
Total	100%

Performance criterion 1: Total Shareholder Return

To determine the achievement of this performance criterion, the relative Total Shareholder Return ("TSR") is measured, 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. The TSR peer group is as follows⁶:

TSR peer group	
Arcadis (NL)	SNC-Lavalin (CAN)
AECOM (USA)	Sweco (SE)
Cardno (AUS)	Tetra Tech (USA)
Hill International (USA)	Stantec (CAN)
Jacobs Engineering (USA)	Wood Group (UK)
AF Pöyry (FIN)	Worley Parsons (AUS)
RPS Group (UK)	WSP Global (CAN)

The position of Arcadis in the TSR peer group, after three years⁷ determines the final score for this criterion in accordance with the following performance incentive zone:

Ranking	14-8	7	6	5	4	3	2	1
Vesting	0%	50 %	75%	100%	125%	150%	175%	200%

The ranking of Arcadis will define the vesting for this part of the conditional grant.

Performance criterion 2: Earnings Per Share

Earnings Per Share ("EPS") is calculated by applying the simple point-to-point⁸ method at the end of the period. EPS is disclosed in our Consolidated Financial Statements (in our Annual Integrated Report) and is calculated by dividing the Net income from operations by the weighted average number of shares outstanding during the period, excluding ordinary shares purchased by the Company and held as treasury shares (i.e. shares purchased to cover share/options plans). Earnings are adjusted for changes in accounting principles during the performance period.

⁴ For 2021, no change to the VWAP is proposed, i.e. the number of conditional performance shares to be granted shall be based on the VWAP of ordinary Arcadis N.V. shares with a nominal value of EUR 0.02 per share of a 30-day period starting on the day of the publication of the annual results of the year preceding the grant year.

⁵ 181,5% = 165% (maximum) * 110% (target).

⁶ Changes to the peer group may be required from time to time e.g. following mergers or acquisitions in which one or more peer companies are involved.

⁷ The TSR performance is measured by using the average performance in the three months before the start of the performance period and the average performance over the last three months of the performance period.

⁸ % growth from t0 to tx, divided by # years.

The Supervisory Board has the discretion to include other adjustments, for example, to account for events that were not planned when targets were set or were outside of management's control.

The EPS growth target, threshold and maximum are set annually by the Supervisory Board. Given these targets are considered to be commercially sensitive, EPS targets and the achieved performance are published in the remuneration report after the relevant performance period.

The following performance incentive zones will be used to define the vesting for this part of the conditional grant:

EPS	< Threshold	Threshold	Target	Maximum
Vesting (of conditional grant)	0	50%	100%	150%

Pay out for performance between the performance incentive zones is based on a linear calculation approach.

Performance criterion 3: Sustainability

An important part of the strategy of the Company is to create impact through sustainable solutions. The strategy is to embed sustainability across everything we do and apply a laser-like focus to solutions that enable our clients to be more resilient, future proof and secure.

⁹ For performance year 2021, the Supervisory Board selected the Sustainalytics score (ESG risk). Sustainalytics is a leading independent global Environmental, Social and Governance ("ESG") ratings firm which provides a robust analytical framework that addresses a broad range of ESG issues and trends that have a significant and material impact on industries and companies

¹⁰ To determine the number of shares to be held by each Executive Board member, the following calculation is made:

- the relevant multiple of the Executive Board member's base salary at the shareholder meeting in which the Executive Board member is appointed; divided by
- the Volume Weighted Average Price of the Arcadis share during the five trading days after the shareholder meeting in which the Executive Board member is appointed.

The field of Sustainability is in continuous development. **To measure progress on this performance criterion, the Supervisory Board will select a best-in-class measurement method.⁹ The measurement method selected should be externally validated and should align with the strategy to create impact through sustainable solutions. The measurement method selected will be disclosed in Q1 of the start of the relevant performance period, in the remuneration report with respect to the previous year.**

The actual realization on each of the LTI performance criteria will be reported in the remuneration report relating to the year at the end of the relevant performance period.

The Supervisory Board will set a target, threshold and maximum score each year for the 3-year period.

The following performance incentive zones will be used to define the vesting for this part of the conditional grant:

Sustainability score	< Threshold	Threshold	Target	Maximum
Vesting	0	50%	100%	150%

Pay out for performance between the performance incentive zones is based on a linear calculation approach.

Other benefits

In line with best practice, the Company provides 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. Any benefits provided will be reported in the remuneration report.

If a new Executive Board member is recruited from abroad, the Company's mobility policy may apply. Such policy includes various benefits in relation to a potential relocation of the Executive Board member, such as housing, schooling and relocation support.

Furthermore, the members of the Executive Board participate in the Dutch Arcadis Pension Scheme. This pension scheme provides for pension accrual according to a Collective Defined Contribution method up to the statutory salary maximum. For the salary above this statutory maximum, a compensation is provided. In line with the pension scheme, the Company pays 73% and the Executive Board member pays 27% of the total pension contribution.

Arcadis does not provide loans to members of the Executive Board.

Management agreements

Management agreements of members of the Executive Board in principle have a duration of four years with a notice period of three months for the Company and three months for the Executive Board member.

Share ownership guidelines

One of the aims of the EB remuneration policy is to increase alignment with the interests of the shareholders by stimulating share ownership. The members of the Executive Board must retain the shares awarded under the long-term variable compensation for a period of at least five years from the grant date, while allowing part of the shares to be sold to cover taxes due on the date of vesting, if any. Furthermore, members of the Executive Board must hold shares in the Company with a value¹⁰ equal to 250% of annual base salary for the Chief Executive Officer, 150% of annual base salary for the Chief Financial Officer, for which a build-up period of five years applies. All shares obtained by means of compensation are held until the required ownership level is reached.

Policy in case of change in control

In the event of a change in control of Arcadis, the treatment of shares (and options) granted to the Executive Board (and other senior staff) will be determined by the Supervisory Board, upon advice by the Remuneration Committee, considering the share price in the period preceding the disclosure of an offer, as well as all other relevant circumstances at that moment. This means that the exercise price of outstanding options and the number of unvested conditional shares can be adjusted to correct for (part of) the increase in share price caused by the offer.

Unvested shares and options will vest proportionally to the number of months of the three-year vesting period that elapsed since the grant date.

Severance arrangements

In line with the Dutch Corporate Governance Code, severance compensation is maximized at one-year gross annual base salary (so excluding variable compensation and other elements such as expense allowance and pension contributions). In accordance with the Dutch Corporate Governance Code, severance compensation will not be awarded if the Executive Board membership and/or the management agreement is terminated early at the initiative of the Executive Board member, or in the event of seriously culpable or negligent behavior on the part of the Executive Board member.

Claw-back

Existing *ultimum remedium* and claw back clauses in management contracts with members of the Executive Board are in line with the applicable legislation and the Dutch Corporate Governance Code.

The claw-back arrangement with the members of the Executive Board concerns the possibility (i) to revise variable compensation prior to payment, if unaltered payment of the variable compensation would be unreasonable and unfair, and (ii) to reclaim variable compensation if payment took place on the basis of incorrect information on the fulfilment of the performance criteria or the conditions for payment of the variable remuneration.

Adoption, revision of and deviation from this policy

Adoption / revision

The Arcadis Remuneration Committee submits a proposal for the EB remuneration policy to the Supervisory Board (such policy to be adopted by the General Meeting).

In their preparation of the EB remuneration policy, the Remuneration Committee takes into careful consideration the Company's identity, mission and values, the level of support of society, the CEO pay ratio¹¹ and salary and employment conditions of the Company's employees. The Remuneration Committee tracks how the pay ratio changes on an annual basis and takes this into consideration when reviewing Executive Board compensation levels.

The Company's identity, mission and values are translated into the short-term incentive targets. The level of support of society for the remuneration policy was assessed by means of a stakeholder analysis, which looks at the opinions of clients, suppliers, shareholders and investors, employees and relevant non-governmental organizations.

The Remuneration Committee also takes into consideration the compensation and benefits of the employees of the Company. This is done by means of a benchmark using the internal grading system and related compensation schemes, which are structured in a systematic manner, supported by external consultants.

The Remuneration Committee considers the view of the members of the Executive Board in its decision to adjust the remuneration policy. The votes and views of shareholders with respect to the remuneration policy and the remuneration report since the most recent vote on these topics in the annual General Meeting are also considered.

To validate the proposed EB remuneration policy for the Executive Board, the Remuneration Committee performs a scenario analysis. The remuneration policy for members of the Executive Board of Arcadis is, in principle, reviewed every two years by the Remuneration Committee at the instruction of the Supervisory Board.

If the General Meeting does not approve any proposed amendments to the EB remuneration policy, the Company shall continue to remunerate in accordance with the existing approved remuneration policy and shall submit a revised policy for approval at the subsequent General Meeting.

Deviation

In exceptional circumstances only, the Supervisory Board, upon advice of the Remuneration Committee, may decide to temporarily deviate from this policy. Exceptional circumstances are only those situations in which deviation from the EB remuneration policy is necessary to serve the long-term interests and continuity of Arcadis. This includes the situation where a new Executive Board member is recruited from an external company. In such case, a one-off sign-on grant up to a maximum 200% of their annual LTI award under this policy is permitted as compensation for loss of long-term incentive value at their previous company.

The EB remuneration policy was adopted by the General Meeting in May 2005 and last amended in April 2021.

¹¹ The CEO pay ratio is calculated by dividing the total CEO compensation by the average employee compensation within the Arcadis organization, as disclosed in the annual financial statements. Average employee compensation is based on total personnel costs and the average number of full-time employees over two years.

Voting Instructions

The annual General Meeting ('AGM') of Arcadis N.V. ('Arcadis' or the 'Company') will be held on **Thursday 29 April 2021 at 2pm CET**. In accordance with the Temporary Act COVID-19 Justice and Safety, the Company will hold its AGM virtually, facilitating online attendance only. Arcadis will continue to monitor the COVID-19 guidelines from the Dutch government. You are advised to regularly check the Arcadis website for any further updates until the date of the meeting.

Record date

The holders of ordinary shares entitled to attend and/or vote at this AGM are those who, on Thursday 1 April 2021 (the 'Record Date'), have those rights and are registered as such in the registers designated for that purpose by the Executive Board.

Registration, virtual attendance and voting

Starting Friday 2 April 2021, holders of bearer shares wishing to virtually attend and/or vote live during the AGM may register their shares via www.abnamro.com/evoting. Registration must take place before Thursday 22 April 2021 at 5.30pm CET. Intermediaries must submit a statement to ABN AMRO ultimately on Friday 23 April 2021 at 1.30pm CET identifying the number of shares registered for the AGM for each shareholder.

Shareholders can follow the AGM online through a webcast. Shareholders who will follow the AGM through the webcast will be able to submit written questions prior to the meeting. Please submit your question(s) to ir@arcadis.com by 2pm CET on Monday 26 April 2021. We cannot guarantee that questions received after this date & time will be addressed during the AGM. Shareholders who submit questions in advance of the meeting may submit follow-up questions during the meeting. Further instructions on how to submit those follow-up questions will be given by the Chair during the meeting.

For more information on the webcast and the voting process, see www.abnamro.com/evoting.

Holders of registered shares

An invitation to attend the virtual AGM, including registration instructions, will be sent to all holders of registered shares.

Voting instructions independent third party

Shareholders who are unable to attend the virtual meeting and/or do not wish to cast their votes during the meeting, can cast their vote prior to the AGM via the ABN AMRO website designated for this purpose: www.abnamro.com/evoting, up to Thursday 22 April 2021, 5.30pm CET.

They may give their voting instructions to an independent third party: Intertrust Financial Services B.V., Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands. An electronic voting instruction may be given via www.abnamro.com/evoting until Thursday 22 April 2021 at 5.30pm CET.

If a shareholder is unable to give their voting instructions electronically, these may also be given in writing. For this the form that has been made available on the Company website is to be used. The form must be completed and received by Intertrust Financial Services B.V. no later than Thursday 22 April 2021 at 5.30pm CET (by mail or by email: NL-Arcadis@intertrustgroup.com).

A proxy with voting instructions will be sent to the holders of registered shares. Here too, Intertrust Financial Services B.V. must receive the proxy no later than Thursday 22 April 2021 at 5.30pm CET at the above (email) address.

Should shareholders wish to designate a party other than Intertrust Financial Services B.V. as their proxy, they can also use the proxy form that the Company has made available on its website.

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 Monday 21 April 2021. In accordance with Dutch Law and the Articles of Association of the Company holders of shares must hold their shares on Thursday 1 April 2021 (the 'Dutch Record Date') in order for their votes to be accepted at the AGM. By signing and returning the proxy card the shareholder agrees and attests that they will not sell or transfer the shares prior to the close of business on Thursday 1 April 2021. If the shareholder sells or transfers the shares on or before the close of business on Thursday 1 April 2021, their votes will not be counted.



Contact

Jurgen Pullens
Director Investor Relations
+31 20 201 10 83
ir@arcadis.com