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Sustainable solutions | Digital leadership | Focus and scale

The annual General Meeting of Arcadis N.V. will be held on Thursday 12 May 2022 at 3pm CET

Agenda

- 1. Opening and notifications**
 - a. Opening
 - b. Notifications
- 2. Report by the Supervisory Board on financial year 2021**
(for discussion)
- 3. Report by the Executive Board on financial year 2021**
(for discussion)
- 4. 2021 financial statements and dividend**
 - a. Adoption of the 2021 financial statements (for resolution)
 - b. Dividend over financial year 2021 (for resolution)
 - c. Special dividend over financial year 2021 (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 2023 financial statements**
(for resolution)
- 7. Remuneration reports Executive Board and Supervisory Board 2021**
 - a. Remuneration report Executive Board (for advice)
 - b. Remuneration report Supervisory Board (for advice)
- 8. Composition of the Supervisory Board**
 - a. Re-appointment of Mr. M.C. Putnam (for resolution)
 - b. Announcement of vacancies arising after the next annual General Meeting (for information)
- 9. 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 limit or exclude pre-emptive rights (for resolution)
- 10. Authorization to repurchase Arcadis N.V. shares**
(for resolution)
- 11. Any other business**
- 12. Closing**

Amsterdam, 25 March 2022

Executive Board
Arcadis N.V.
Gustav Mahlerplein 97
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 2021

(for discussion)

The Supervisory Board reports on its activities during financial year 2021.

Agenda item 3

Report by the Executive Board on financial year 2021 (for discussion)

The Executive Board reports on its activities during financial year 2021.

Agenda item 4.a

Adoption of the 2021 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 2021 Financial Statements.

Agenda item 4.b

Dividend over financial year 2021 (for resolution)

It is proposed that for the financial year 2021 a cash dividend of €0.70 per ordinary share be distributed to the holders of ordinary Arcadis N.V. shares. In total, this distribution represents 36% 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 ordinary shares will be listed ex-dividend effective Monday 16 May 2022. Cash distribution is subject to 15% dividend withholding tax. The dividend will be paid as from Thursday 19 May 2022.

Agenda item 4.c

Special dividend over financial year 2021 (for resolution)

In addition to the regular dividend of agenda item 4.b, it is proposed that for the financial year 2021 a special cash dividend of €0.60 per ordinary share be distributed to the holders of ordinary Arcadis N.V. shares, reflecting the strong cash flow generation and financial position of the Company.

The proposal to pay a special dividend for the financial year 2021 is in line with our commitment to continue to return capital to our shareholders balanced with a prudent financial policy to retain flexibility to pursue potential attractive investment opportunities.

The ordinary shares will be listed ex-dividend effective Monday 16 May 2022. Cash distribution is subject to 15% dividend withholding tax. The dividend will be paid as from Thursday 19 May 2022.

The portion of the profit which remains after distribution of the dividends proposed in agenda items 4.b and 4.c will be added to the reserves.

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 2021 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 2021 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 2023 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 2023 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 ninth 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 2021 reference is made to pages 190 through 200 of the 2021 Annual Integrated Report. The shareholders are asked to give their view on how the Company implemented the remuneration policy for the Executive Board in 2021.

In line with section 2:135b.2 of the Dutch Civil Code, the remuneration report for the Executive Board with respect to financial year 2022 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 2021 reference is made to page 201 of the 2021 Annual Integrated Report.

The shareholders are asked to give their view on how the Company implemented the remuneration policy for the Supervisory Board in 2021. 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 2022 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.a**Composition of the Supervisory Board; re-appointment of Mr. M.C. Putnam** (for resolution)

In accordance with the rotation schedule drawn up by the Supervisory Board, the first term of Mr. M.C. (Michael) Putnam will expire after the annual General Meeting on 12 May 2022. Mr. Putnam is eligible and available for a four-year re-appointment. Mr. Putnam has been a member of the Supervisory Board since 2018. 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	Michael Colin Putnam (1960)
Nationality	British
Current position	<ul style="list-style-type: none"> Acceleration Unit Expert Panelist of the UK Department for Transport
Previous positions include	<ul style="list-style-type: none"> Member of the Advisory Board of the Association of Consulting Engineers (2012 - 2018) Specialist Advisor to the House of Lords Science & Technology Committee (2018) Member of the UK Government's Construction Leadership Council (2012 - Jan 2018) Chair of the UK Government's Green Construction Board (2012 - 2017) CEO Skanska UK PLC (2009 - 2017) Several leadership positions within Skanska UK PLC (1995 - 2009)
Supervisory/non-executive directorships	<ul style="list-style-type: none"> Non-Executive Director Network Rail Ltd Non-Executive Director Southern Water Services Ltd Non-Executive Director 'Tideway' Bazalgette Tunnel Ltd
Arcadis N.V. shares and/or options	None

The Supervisory Board is submitting a non-binding nomination for the re-appointment of Mr. Putnam as a member of the Supervisory Board immediately after the end of this annual General Meeting. The nomination for the re-appointment of Mr. Putnam is based on the outstanding manner in which he has performed his role of Chair of the Arcadis Sustainability Committee as well as member of the Audit and Risk Committee. Mr. Putnam's solid industry knowledge, extensive experience in the international contracting business sector, as well as a good understanding of the challenges our industry is facing, in particular in connection with the digital transformation, continue to be of great value to Arcadis. The re-appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2026, and any adjournment thereof.

The Supervisory Board proposes that Mr. M.C. Putnam be re-appointed as a member of the Supervisory Board per the end of this annual General Meeting. If re-appointed, Mr. Putnam will become Vice-Chair of the Supervisory Board. Mr. Putnam will also continue in his role as Chair of the Arcadis Sustainability Committee, as well as member of the Audit and Risk Committee.

Agenda item 8.b**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 third term (and first two-year term) of Mr. N.W. (Niek) Hoek and the second (four-year) term of Mr. M.P. (Michiel) Lap will expire after the annual General Meeting in 2023. In accordance with the articles of association and the Dutch Corporate Governance Code, Mr. Hoek and Mr. Lap are eligible for re-appointment, each for a two-year term. However, Mr. Hoek has indicated that he will not be available for a fourth term.

Agenda item 9.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 2022. If the resolution is adopted, the designation of the Executive Board as granted in the annual General Meeting of 29 April 2021 shall lapse on 1 July 2022. 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. This designation is intended to give the Executive Board flexibility in financing the company in the most efficient manner, in covering commitments made in relation to incentive plans and in the context of mergers, acquisitions and/or strategic alliances.

Agenda item 9.b

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 as mentioned in agenda item 9.a. This designation will be valid for a period of eighteen months as from 1 July 2022. If the resolution is adopted, the designation of the Executive Board as granted in the annual General Meeting of 29 April 2021 shall lapse on 1 July 2022. 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.

Agenda item 10

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 2022. If the resolution is adopted, the authorization of the Executive Board as granted in the annual General Meeting of 29 April 2021 shall lapse on 1 July 2022.

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.

Voting Instructions

The annual General Meeting ('AGM') of Arcadis N.V. ('Arcadis' or the 'Company') will be held on **Thursday 12 May 2022 at 3pm CET** at Gustav Mahlerlaan 10 in Amsterdam, at the offices of ABN AMRO. The meeting will be held in hybrid form, accommodating both in-person and virtual attendance. 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 14 April 2022 (the '**Record Date**'), have those rights and are registered as such in the registers designated for that purpose by the Executive Board.

Registration, attendance and voting

Starting Friday 15 April 2022, holders of bearer shares wishing to attend the AGM in person or virtually, and vote live during the AGM, may register their shares via www.abnamro.com/evoting. Registration must take place before Thursday 5 May 2022 at 5.30pm CET. Intermediaries must submit a statement to ABN AMRO ultimately on Friday 6 May 2022 at 1.30pm CET identifying the number of shares registered for the AGM for each shareholder. Both shareholders who attend the meeting virtually and shareholders who attend in person will have the opportunity to ask questions live during the meeting. For more information on the meeting and the voting process, see www.abnamro.com/evoting.

Holders of registered shares

An invitation to attend the 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 meeting and/or do not wish to cast their votes during the meeting, can cast their votes prior to the AGM via the ABN AMRO website designated for this purpose: www.abnamro.com/evoting, up to Thursday 5 May 2022, 5.30pm CET. They thereby give their voting instructions to an independent third party: Intertrust Financial Services B.V.

If a shareholder is unable to give their voting instructions electronically, these may also be given in writing. A form has been made available on the [Company website](#) for this purpose. This form must be completed and received by Intertrust Financial Services B.V. no later than Thursday 5 May 2022 at 5.30pm CET (by mail: Intertrust Financial Services B.V., EDGE Amsterdam West, Basisweg 10, 1043 AP Amsterdam, the Netherlands, 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 5 May 2022 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 Wednesday 4 May 2022. In accordance with Dutch Law and the articles of association of the Company holders of shares must hold their shares on Thursday 14 April 2022 (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 14 April 2022. If the shareholder sells or transfers the shares on or before the close of business on Thursday 14 April 2022, their votes will not be counted.

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

- 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 take metro 52, direction Station Zuid.
- From Amsterdam Amstel station take metro 51, direction Isolatorweg. 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.
- 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 exit S109 turn left (follow the signs WTC). Take the first right (at the traffic lights) onto the De Boelelaan. For further instructions see bullets below.

From The Hague/Haarlem

Go straight at the end of exit S109 (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.
- Take the second street on the left, the Leo Smitstraat. There 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 registration desk for the Arcadis N.V. General Meeting will be on the first floor, by the entrance to the meeting room.

Scan QR code for route description



ABN AMRO

Gustav Mahlerlaan 10
Amsterdam



Contact

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