

Making sustainable choices

 Accelerating a planet positive future



The annual General Meeting of Arcadis N.V. will be held on Friday 16 May 2025 at 2pm CET, in Novotel Amsterdam City hotel, in Amsterdam

Amsterdam, 1 April 2025

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

Agenda

- 1. Opening and notifications**
 - a. Opening
 - b. Notifications
- 2. Report by the Supervisory Board on financial year 2024**
(for discussion)
- 3. Report by the Executive Board on financial year 2024**
(for discussion)
- 4. 2024 Financial Statements and dividend**
 - a. Adoption of the 2024 Financial Statements (for resolution)
 - b. Dividend over financial year 2024 (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 external auditor**
 - a. Appointment of external auditor to audit the 2026 Financial Statements (for resolution)
 - b. Appointment of external auditor to provide limited assurance on the 2025 sustainability statement (for resolution)
 - c. Appointment of external auditor to provide limited assurance on the 2026 sustainability statement (for resolution)
- 7. Remuneration reports Executive Board and Supervisory Board 2024**
 - a. Remuneration report Executive Board 2024 (for advice)
 - b. Remuneration report Supervisory Board 2024 (for advice)
- 8. Composition of the Supervisory Board**
 - a. Reappointment of Mr. M.P. Lap (for resolution)
 - b. Reappointment of Ms. C.M.C. Mahieu (for resolution)
 - c. 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**

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 2024 (for discussion)

The Supervisory Board reports on its activities during financial year 2024.

Agenda item 3

Report by the Executive Board on financial year 2024 (for discussion)

The Executive Board reports on its activities during financial year 2024.

Agenda item 4.a

Adoption of the 2024 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 2024 Financial Statements.

Agenda item 4.b

Dividend over financial year 2024 (for resolution)

It is proposed that for the financial year 2024 a cash dividend of €1.00 per ordinary share be distributed to the holders of ordinary Arcadis N.V. shares. In total, this distribution represents 33% 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 payout of 30-40% of net income from operations.

The ordinary shares will be listed ex-dividend effective Tuesday 20 May 2025. Cash distribution is subject to 15% dividend withholding tax. The dividend will be paid as from Monday 26 May 2025.

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 2024 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 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 2024 be discharged from liability for their supervision during such year, as far as evidenced by the Executive Board report, the Supervisory Board report, the 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.a

Appointment of external auditor to audit the 2026 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 appoint KPMG Accountants N.V. to audit the 2026 financial statements of the Company. To come to this recommendation, the Supervisory Board assessed the relationship with the external auditor, based on a report from the Executive Board and recommendation by the Audit and Risk Committee, all in line with applicable legislation. If appointed, 2026 will be the second year that KPMG Accountants N.V. audits the financial statements of the Company.

Agenda item 6.b

Appointment of external auditor to provide limited assurance on the 2025 sustainability statement (for resolution)

The current Dutch draft Corporate Sustainability Reporting Directive (CSRD) implementation legislation provides that the limited assurance engagement for sustainability reporting be granted by the General Meeting of Shareholders, separate from the appointment for financial reporting.

In anticipation of the implementation of CSRD into Dutch law, the Supervisory Board proposes to appoint KPMG Accountants N.V. to provide a limited assurance report on the Company's sustainability reporting for the financial year 2025.

Agenda item 6.c

Appointment of external auditor to provide limited assurance on the 2026 sustainability statement (for resolution)

In anticipation of the implementation of CSRD into Dutch law, the Supervisory Board proposes to appoint KPMG Accountants N.V. to provide a limited assurance report on the Company's sustainability reporting for the financial year 2026.

Agenda item 7.a

Remuneration report Executive Board 2024 (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 2024 reference is made to pages 217 through 227 of the 2024 Annual Integrated Report. The shareholders are asked to give their view on how the Company implemented the remuneration policy for the Executive Board in 2024. The remuneration report for the Executive Board with respect to financial year 2025 will include an explanation on how the Company has considered the advisory vote of the shareholders cast during this annual General Meeting.

Agenda item 7.b

Remuneration report Supervisory Board 2024 (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 2024 reference is made to page 228 of the 2024 Annual Integrated Report. The shareholders are asked to give their view on how the Company implemented the remuneration policy for the Supervisory Board in 2024.

The remuneration report for the Supervisory Board with respect to financial year 2025 will include an explanation on how the Company has considered the advisory vote of the shareholders cast during this annual General Meeting.

Agenda item 8.a

Composition of the Supervisory Board; reappointment of Mr. M.P. Lap (for resolution)

In accordance with the rotation schedule drawn up by the Supervisory Board, the third (and first two-year) term of Mr. M.P. (Michiel) Lap will expire after this annual General Meeting. Mr. Lap is eligible and available for reappointment for a (final) term of two years. Mr. Lap has been a member of the Supervisory Board since 2015, and Chair of the Supervisory Board since 2022. 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.

The Supervisory Board is submitting a non-binding nomination for the reappointment of Mr. Lap as a member of the Supervisory Board immediately after the end of this annual General Meeting. The Supervisory Board and its Committees continue to benefit from Mr. Lap's leadership, his extensive knowledge of financial matters and the professional services industry. He has played an instrumental role in the recent onboarding of three new Supervisory Board members and the Company's CEO, Alan Brookes. As Chair of the Selection Committee, Mr. Lap is leading the process to select a permanent successor to Virginie Duperat, the Company's CFO, who is leaving Arcadis at the end of May 2025.

Mr. Lap's reappointment will be for a period of two years and will continue through the end of the annual General Meeting in 2027 and any adjournment thereof.

If reappointed, Mr. Lap will remain Chair of the Supervisory Board, Chair of the Selection Committee, member of the Audit and Risk Committee and member of the Remuneration Committee.

Details of Mr. Lap for the proposed reappointment in accordance with section 2:142.3 of the Dutch Civil Code are:

Name	Michiel Pieter Lap (1962)
Nationality	Dutch
Current other non-executive board positions	<ul style="list-style-type: none"> • Member Supervisory Board ABN AMRO Bank N.V. • Member Supervisory Board Antoni van Leeuwenhoek hospital (Dutch cancer centre)
Previous positions	<ul style="list-style-type: none"> • Non-executive Director Rijn Capital B.V. (2018-2024) • Industrial Advisor to EQT Partners (2014 - 2019) • Member Supervisory Board Janivo Holding (2015-2018) • Non-executive director Royal Brompton & Harefield Hospitals Charity in London (2012 - 2015) • Managing Director and Partner Goldman Sachs Inc. (2004 - 2014) • Executive Vice-President Orange SA (2001 - 2003) • Managing Director Morgan Stanley and Co., London (1988 - 2001) • Assistant Vice-President JP Morgan (1984 - 1988)
Arcadis N.V. shares and/or options	None

Agenda item 8.b

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

In accordance with the rotation schedule drawn up by the Supervisory Board, the first (four-year) term of Ms. C.M.C. (Carla) Mahieu will expire after this annual General Meeting. Ms. Mahieu is eligible and available for reappointment for a second four-year term. Ms. Mahieu has been a member of the Supervisory Board and Chair of the Remuneration Committee since 2021. She 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 is submitting a non-binding nomination for the reappointment of Ms. Mahieu as a member of the Supervisory Board immediately after the end of this annual General Meeting. Ms. Mahieu is a valued member of the Supervisory Board and an excellent Chair of the Remuneration Committee. Her extensive experience with, and knowledge of, people and culture, remuneration, governance and compliance are of great value to Arcadis. Ms. Mahieu's reappointment will be for a period of four years and will continue through the end of the annual General Meeting in 2029 and any adjournment thereof. If reappointed, Ms. Mahieu will remain Chair of the Remuneration Committee and member of the Selection Committee.

Details of Ms. Mahieu for the proposed reappointment in accordance with section 2:142.3 of the Dutch Civil Code are:

Name	Carolina Maria Cornelia Mahieu (1959)
Nationality	Dutch
Current other non-executive board positions	<ul style="list-style-type: none"> • Member Board of Directors DSM-Firmenich • Member Supervisory Board VodafoneZiggo • Member Supervisory Board DIF Management B.V.
Current other position	<ul style="list-style-type: none"> • Board Member Stichting Continuïteit PostNL
Previous positions	<ul style="list-style-type: none"> • Member Management Board Aegon N.V. (2016-2021) • Executive Vice-President and Chief Human Resources Officer Aegon N.V. (2010-2021) • Member Supervisory Board Royal BAM Group (2011-2020) • Board room consultant, senior HR leader and 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)
Arcadis N.V. shares and/or options	None

Agenda item 8.c**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 second term of Mr. M.C. (Michael) Putnam and the third term of Ms. D.L.M. (Deanna) Goodwin will expire after the annual General Meeting in 2026. In accordance with the articles of association of the Company and the Dutch Corporate Governance Code, Mr. Putnam is eligible for reappointment for a third (two-year) term and Ms. Goodwin is eligible for reappointment for a fourth and final (two-year) 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 2025.

If the proposal is adopted, the designation of the Executive Board as granted in the annual General Meeting of 8 May 2024 shall lapse on 1 July 2025. 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 2025. If the proposal is adopted, the designation of the Executive Board as granted in the annual General Meeting of 8 May 2024 shall lapse on 1 July 2025.

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 2025. If the proposal is adopted, the authorization of the Executive Board as granted in the annual General Meeting of 8 May 2024 shall lapse on 1 July 2025.

The purpose of this proposal is to give the Executive Board the ability to repurchase shares in the Company for, amongst other purposes, the return of capital to its shareholders and/or, to the extent such authorization is required, to fulfil the Company's obligations under its incentive plans.

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 privately negotiated repurchases, in self-tender offers, or through accelerated repurchase arrangements, 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%, provided that:

- for open market repurchases, the market price shall be the higher of (i) the price of the shares on Euronext Amsterdam at the time the repurchase order is placed or (ii) the closing price of the shares on Euronext Amsterdam on the day preceding the day the repurchase order is placed;
- for privately negotiated repurchases, the market price shall be the higher of (i) the price of the shares on Euronext Amsterdam at the time of the purchase or (ii) the closing price of the shares on Euronext Amsterdam on the day preceding the day of the purchase;

- for self-tender offers or for accelerated repurchase programs, the Executive Board may decide that the market price is defined as the arithmetic average of the daily VWAP (volume-weighted average price) of the ordinary shares on Euronext Amsterdam over a period during the term of such self-tender offer or repurchase program of at least one trading day as published by a source to be selected by the Executive Board.

Cumulative financing preference shares are not outstanding but, if these shares were issued, they may be acquired privately at a price that is equal to at least the nominal value of the cumulative financing preference shares and at most the amount paid on those cumulative 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. (the 'Company') will be held on **Friday 16 May 2025 at 2pm CET** at Novotel Amsterdam City, Europaboulevard 10, Amsterdam.

Record date

The holders of ordinary shares entitled to attend and/or vote at this AGM are those who, on Friday 18 April 2025 (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 Monday 21 April 2025, holders of bearer shares wishing to attend the AGM may register their shares via www.abnamro.com/evoting. Registration must take place before Friday 9 May 2025 at 5.30pm CET. Intermediaries must submit a statement to ABN AMRO ultimately on Monday 12 May 2025 at 1.30pm CET identifying the number of shares registered for the AGM for each shareholder.

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 Friday 9 May 2025, 5.30pm CET. They thereby give their voting instructions to an independent third party: CSC Financial Services (Netherlands) B.V.

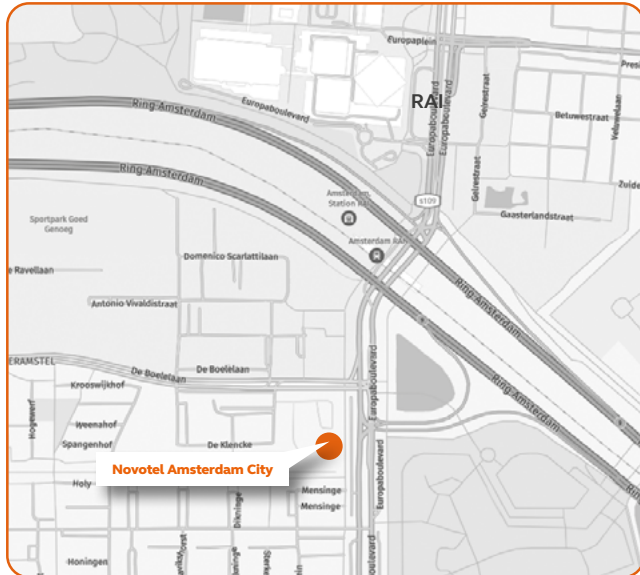
If a shareholder is unable to give their voting instructions electronically, these may also be given in writing. A form has been made available on the Company website for this purpose. This form must be completed and received by CSC Financial Services (Netherlands) B.V. no later than Friday 9 May 2025 at 5.30pm CET (by mail: CSC Financial Services (Netherlands) B.V., EDGE Amsterdam West, Basisweg 10, 1043 AP Amsterdam, the Netherlands, or by email: NL-Arcadis@cscglobal.com).

A proxy with voting instructions will be sent to the holders of registered shares. Here too, CSC Financial Services (Netherlands) B.V. must receive the proxy no later than Friday 9 May 2025 at 5.30pm CET at the above (email) address. Should shareholders wish to designate a party other than CSC Financial Services (Netherlands) B.V. as their proxy, they can also use the proxy form that the Company has made available on its website.

Route description

Novotel Amsterdam City Europaboulevard 10, Amsterdam (Convention Centre entrance)

Through the entrance of the Convention Centre, walk straight ahead to the hall. The registration desk for the annual General Meeting of Arcadis N.V. is located at the entrance of the hall.



Public transport

The Novotel Amsterdam City hotel can easily be reached by public transport. The venue is on walking distance from the Amsterdam RAI train and metro station.

By car

From the A10 ring road south, take exit 9 Amsterdam Buitenveldert/Rivierenbuurt.

From Utrecht/Amersfoort

At the end of exit 9 turn left (follow the signs Zuidas). You are now on the Europaboulevard/s109. At the traffic lights turn right onto De Boelelaan. Turn left onto De Klencke. Turn left to park your car at the hotel car park.

From The Hague/Haarlem

Take the middle lane of exit 9 (follow the signs Zuidas). Turn right onto the Europaboulevard/s109. At the traffic lights turn left onto De Boelelaan. Turn left onto De Klencke. Turn left to park your car at the hotel car park.

Scan QR code for the location.





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