

An aerial night photograph of a complex multi-level highway interchange. The roads are illuminated with warm yellow and orange lights, and the movement of cars has created long, glowing light trails. The overall scene is a dense network of overpasses and ramps, set against a dark night sky.

Designing for a changing world

Annual General Meeting Arcadis N.V. 20 May 2026





Amsterdam, 1 April 2026

Arcadis N.V.
Parnassusweg 793
1082 LZ Amsterdam
The Netherlands

The annual General Meeting of Arcadis N.V. will be held on Wednesday 20 May 2026 at 2pm CET, in Van der Valk hotel Amsterdam Zuidas

Agenda

1. Opening and notifications

- a. Opening
- b. Notifications

2. Report by the Supervisory Board on financial year 2025

(for discussion)

3. Report by the Executive Board on financial year 2025

(for discussion)

4. 2025 Financial Statements and dividend

- a. Adoption of the 2025 Financial Statements (for resolution)
- b. Dividend over financial year 2025 (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 2027 Financial Statements (for resolution)
- b. Appointment of external auditor to provide limited assurance on the 2027 sustainability statement (for resolution)

7. Compliance with the Dutch Corporate Governance Code 2025

(for discussion)

8. Remuneration reports Executive Board and Supervisory Board 2025

- a. Remuneration report Executive Board 2025 (for advice)
- b. Remuneration report Supervisory Board 2025 (for advice)

9. Composition of the Executive Board; appointment of Ms. H.L. Polinsky

(for resolution)

10. Composition of the Supervisory Board

- a. Reappointment of Mr. M.C. Putnam (for resolution)
- b. Appointment of Mr. C.G. Trowell (for resolution)
- c. 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 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

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 2025 (for discussion)

The Supervisory Board reports on its activities during financial year 2025.

Agenda item 3

Report by the Executive Board on financial year 2025 (for discussion)

The Executive Board reports on its activities during financial year 2025.

Agenda item 4.a

Adoption of the 2025 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 2025 Financial Statements.

Agenda item 4.b

Dividend over financial year 2025 (for resolution)

It is proposed that for the financial year 2025 a cash dividend of €1.05 per ordinary share be distributed to the holders of ordinary Arcadis N.V. shares. In total, this distribution represents 39% 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 Friday 22 May 2026. Cash distribution is subject to 15% dividend withholding tax. The dividend will be paid as from Thursday 28 May 2026.

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 2025 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 2025 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 2027 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 2027 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, 2027 will be the third 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 2027 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 2027.

Agenda item 7

Compliance with the Dutch Corporate Governance Code 2025 (for discussion)

On 20 March 2025, the Dutch Corporate Governance Monitoring Committee presented an update of the Dutch Corporate Governance Code (the 'New Code'). During 2025, Arcadis implemented the changes resulting from the New Code. The Supervisory Board will report during the meeting on the Company's implementation of the New Code. Reference is also made to pages 145 through 147 of the 2025 Annual Integrated Report.

Agenda item 8.a

Remuneration report Executive Board 2025 (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 2025 reference is made to pages 178 through 191 of the 2025 Annual Integrated Report. The shareholders are asked to give their view on how the Company implemented the remuneration policy for the Executive Board in 2025. The remuneration report for the Executive Board with respect to financial year 2026 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.b

Remuneration report Supervisory Board 2025 (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 2025 reference is made to pages 191 through 193 of the 2025 Annual Integrated Report. The shareholders are asked to give their view on how the Company implemented the remuneration policy for the Supervisory Board in 2025. The remuneration report for the Supervisory Board with respect to financial year 2026 will include an explanation on how the Company has considered the advisory vote of the shareholders cast during this annual General Meeting.

Agenda item 9

Composition of the Executive Board; appointment of Ms. H.L. Polinsky (for resolution)

As announced on 11 December 2025, Mr. A.G. Brookes stepped down as Chief Executive Officer (CEO) and Chair of the Executive Board on 1 March 2026. The Supervisory Board has unanimously decided to nominate Ms. H.L. (Heather) Polinsky (1973), as the next CEO and Chair of the Executive Board of Arcadis N.V.

The Supervisory Board is submitting a nomination for the appointment of Ms. Polinsky as member of the Executive Board, effective immediately after the end of this annual General Meeting.

The appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2030. In line with the existing policy for the nomination of candidates for the Executive Board, the nomination of Ms. Polinsky 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.

Ms. Polinsky is an American national who joined Arcadis in 1999 from the US Army Environmental Command. She is an accomplished executive with over 30 years of leadership experience across the fields of engineering, science and advisory services. Since joining the Arcadis Executive Leadership Team in 2023, Ms. Polinsky has been instrumental in shaping the company's global strategy.

She has contributed significantly to Arcadis' transformation initiatives and has influenced key decisions related to mergers and acquisitions, governance, innovation, and investment priorities. Earlier in her career, Ms. Polinsky held the position of Chief Operating Officer for North America. She also served in senior client development roles at Malcolm Pirnie, Inc., where she was a member of the Board of Directors. Her expertise was pivotal during Malcolm Pirnie's merger and integration with Arcadis in 2009.

Ms. Polinsky is a certified Project Management Professional with a master's degree in Engineering Management from the University of Maryland Global Campus and a bachelor's degree in Environmental Science from the College of William and Mary, Virginia. She is a Fellow and past President of the Society of American Military Engineers and has held board and leadership positions with the National Association of Ordnance Contractors. Ms. Polinsky is also a recognized industry voice and has represented Arcadis at major global forums, including New York Climate Week and the UN Water Conference.

Ms. Polinsky's terms and conditions of engagement will be in accordance with the remuneration policy for members of the Executive Board as approved by the General Meeting in 2024. These terms and conditions comprise an annual base salary of €800,000 gross, a short-term variable compensation of 60% of the annual base salary (being the target) and a long-term variable compensation of 120% of the annual base salary (being the target). The vesting of the (conditional) shares is dependent on the performance criteria established in advance, in accordance with the Remuneration Policy for the members of the Executive Board.

Ms. Polinsky shall retain the shares awarded under the Arcadis LTIP for a minimum period of five years from the grant date. The sale of a portion of the shares is permissible to finance tax due at the date of vesting. Ms. Polinsky shall comply with the shareholding retention requirements stated in the Remuneration Policy. This requires her to retain shares in Arcadis with a value equal to 300% of her annual base salary. A five-year build-up period applies, starting from the vesting date of the first LTIP grant she receives in her capacity as a member of the Executive Board.

In lieu of participating in the pension plan of Arcadis Netherlands, Ms. Polinsky will receive a gross annual pension allowance. The current (2026) value of this allowance is €162,959. Furthermore, under the Company's mobility policy, Ms. Polinsky will receive an annual net housing allowance of €140,000 as well as certain other benefits, including international health and disability insurance coverage, a mobility allowance and tax support. The housing allowance will enable Ms. Polinsky to establish a base in the Netherlands.

The terms and conditions of engagement as defined in a management agreement between Arcadis N.V. and Ms. Polinsky are in compliance with the Dutch Corporate Governance Code. They include a maximum severance payment of the annual base salary. The notice period for both Arcadis and Ms. Polinsky 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; reappointment of Mr. M.C. Putnam (for resolution)

In accordance with the rotation schedule drawn up by the Supervisory Board, the second four-year term of Mr. M.C. (Michael) Putnam will expire after this annual General Meeting. Mr. Putnam is eligible and available for reappointment for a term of two years. Mr. Putnam has been a member of the Supervisory Board since 2018, Vice Chair of the Supervisory Board since 2022 and Chair of the Sustainability Committee since its creation in 2020. 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. Putnam as a member of the Supervisory Board immediately after the end of this annual General Meeting.

Mr. Putnam's re-appointment is proposed based on his continued value as Vice Chair, his experience in UK resilience and infrastructure expenditure (key markets for Arcadis) as well as the construction and mining markets in Canada, South America and the UK, and his previous experience as CEO of a major contractor. Mr. Putnam's experience matches the client and sector focus of Arcadis. His deep insight into current industry challenges remain highly valuable assets to Arcadis. Mr. Putnam's reappointment will be for a period of two years and will continue through the end of the annual General Meeting in 2028.

If reappointed, Mr. Putnam will remain Vice Chair of the Supervisory Board, Chair of the Sustainability Committee, member of the Audit and Risk Committee and member of the Selection Committee.

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

Name	Michael Colin Putnam (1960)
Nationality	British
Current supervisory/ non-executive directorships	<ul style="list-style-type: none"> Independent Director, Member Audit Committee, Member Governance & Risk Committee, Finning Inc., Canada Senior Independent Director, Chair Safety, Health & Environmental Compliance Committee and Member Environmental Sustainability Committee, Network Rail Ltd, UK Independent Non-Executive Director TransPennine Route Upgrade, UK Non-Executive Director, Chair Risk & HSSE Committee and Member Nomination Committee, Bazalgette Tunnel Ltd (Thames Tideway), UK
Previous positions	<ul style="list-style-type: none"> Acting Chair, Network Rail Ltd (July 2024 - Feb 2026) Non-Executive Director Southern Water Services Ltd (2017 - 2024) Acceleration Unit Expert Panelist UK Department for Transport (2020 - 2023) Member Advisory Board Association of Consulting Engineers (2012 - 2018) Specialist Advisor to the House of Lords Science & Technology Committee, assisting their Report on 'Offsite manufacture for Construction' (2018) Member UK Government's Construction Leadership Council (2012 - 2018)

- Chair UK Government's Green Construction Board (2012 - 2017)
- CEO Skanska UK PLC (2009 - 2017)
- Several leadership positions within Skanska UK PLC (1995 - 2009)
- Area Manager and Contracts Manager Balfour Beatty Plc (1988 - 1995)
- Trafalgar House (1982 - 1987)

Arcadis N.V. shares None

Agenda item 10.b

Composition of the Supervisory Board; appointment of Mr. C.G. Trowell (for resolution)

As announced on 27 March 2026, Mr. M.P. Lap will retire from the Supervisory Board following the annual General Meeting in 2026. The Supervisory Board initiated a search for a candidate with a proven track record in chief executive leadership. The Supervisory Board is submitting a non-binding nomination for the appointment of Mr. C.G. (Carl) Trowell as a member of the Supervisory Board immediately after the end of this annual General Meeting.

Mr. Trowell's appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2030. If appointed, Mr. Trowell will become a member of the Audit and Risk Committee and the Sustainability Committee.

Mr. Trowell is an experienced international executive with extensive leadership experience in engineering, infrastructure and energy-related businesses. He is currently President of Strategic Infrastructure at National Grid PLC and a member of its Group Executive Committee, with responsibility for major capital projects in the UK and the US.

He has held senior CEO and divisional leadership roles in listed companies and brings deep expertise in large-scale, capital-intensive project delivery, regulated infrastructure and the energy transition, combined with international board experience in listed companies and strong exposure to the UK and North American markets, making him a highly suitable candidate for the Supervisory Board of Arcadis N.V.

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

Name	Carl Geoffrey Trowell (1969)
Nationality	British
Current other position	<ul style="list-style-type: none"> President of Strategic Infrastructure, National Grid PLC, UK
Previous positions	<ul style="list-style-type: none"> Group CEO, Acteon Group LTD (2020 - 2023) Non-executive Director, Euronav N.V. (2019 - 2023) Executive Chairman, EnSCO-Rowan PLC (later Valaris) (2019 - 2020) Advisory Board Member, EVPE Private Equity (2007 - 2020) Non-executive Director, Ophir Energy (2016 - 2019) Chief Executive Officer & President, ENSCO, PLC (2014 - 2019) Various international roles at Schlumberger, including Divisional President (1998 - 2014) Petroleum Engineer, Royal Dutch Shell (1995 - 1998) Geotechnical Engineer, Integral Geotechnique LTD (1990 - 1991)
Arcadis N.V. shares	None

Agenda item 10.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 first term of Mr. P.A.W. (Peter) de Wit, Ms. B.J. (Barbara) Duganier and Ms. L.M. (Linda) Morant will expire after the annual General Meeting in 2027. In accordance with the articles of association of the Company and the Dutch Corporate Governance Code. Mr. De Wit, Ms. Duganier and Ms. Morant are eligible for reappointment for a second (four-year) term.

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 2026.

If the proposal is adopted, the designation of the Executive Board as granted in the annual General Meeting of 16 May 2025 shall lapse on 1 July 2026.

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 11.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 11.a. This designation will be valid for a period of eighteen months as from 1 July 2026. If the proposal is adopted, the designation of the Executive Board as granted in the annual General Meeting of 16 May 2025 shall lapse on 1 July 2026.

No pre-emptive rights exist in respect of ordinary shares issued against a non-cash contribution.

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 2026. If the proposal is adopted, the authorization of the Executive Board as granted in the annual General Meeting of 16 May 2025 shall lapse on 1 July 2026.

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 at the time of the repurchase. 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.

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, to create flexibility with respect to the capital structure of the Company, subject to an implementing decision being adopted by the Executive Board.

The cancellation may be executed in one or more tranches. The number of shares that will be cancelled (if any and 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 2025. 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. Pursuant to the relevant statutory provisions, cancellation may not be effected until two months after a resolution to cancel shares is adopted by the Executive Board and publicly announced.



Voting Instructions

The annual General Meeting ('AGM') of Arcadis N.V. (the 'Company') will be held on Wednesday 20 May 2026 at 2pm CET at Van der Valk Hotel Amsterdam Zuidas, Tommaso Albinonistraat 200, Amsterdam.

Record date

The holders of ordinary shares entitled to attend and/or vote at this AGM are those who, on Wednesday 22 April 2026 (the Record Date), are so entitled and are registered as such in the registers designated for that purpose by the Executive Board.

Registration, attendance and voting

Starting Thursday 23 April 2026, shareholders wishing to attend the AGM may register their shares via www.abnamro.com/evoting. Registration must take place before Friday 15 May 2026 at 5.30pm CET. Intermediaries must submit a statement to ABN AMRO ultimately on Monday 18 May 2026 at 1.30pm CET identifying the number of shares registered for the AGM for each shareholder.

An invitation to attend the AGM, including registration instructions, will be sent to all shareholders whose shares are recorded in the shareholders register of Arcadis.

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 15 May 2026, 5.30pm CET. They thereby give their voting instructions to an independent third party: CSC Financial Services (Netherlands) B.V.

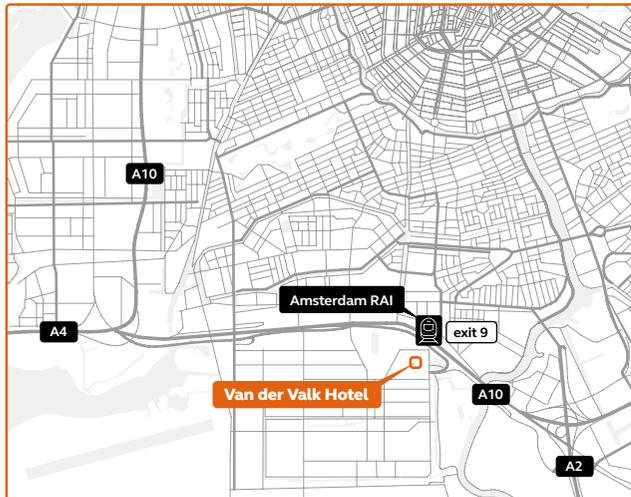
If a shareholder is unable to give their voting instructions electronically, these may also be given in writing. A form has been made available on the Company website for this purpose. This form must be completed and received by CSC Financial Services (Netherlands) B.V. no later than Friday 15 May 2026 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).

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

Van der Valk Hotel Amsterdam Zuidas

Tommaso Albinonistraat 200, Amsterdam



Public transport

The Van der Valk Hotel Amsterdam Zuidas can easily be reached by public transport. The venue is next to the Amsterdam RAI 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). Take the first right (at the traffic lights) onto the De Boelelaan. For further instructions see bullets below.

From The Hague/Haarlem

Take the middle lane of exit 9 (follow the signs Zuidas) and on the Europaboulevard take the first left onto the De Boelelaan.

- Take the first right, which is the Tommaso Albinonistraat.
- At the T-crossing (Barbara Strozilaan), turn right and then continue on the Tommaso Albinonistraat.
- At the end of the street you will find Van der Valk Hotel Amsterdam Zuidas. Please note that parking space in the hotel's car park is limited; if it is fully booked, it is possible to park on the Barbara Strozilaan.
- The registration desk for the Arcadis N.V. annual General Meeting will be on the sixth floor, by the entrance to the meeting room.

Scan QR code for the location





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