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Extraordinary General Meeting Arcadis N.V.

Monday 14 September 2020





The Extraordinary General Meeting of Arcadis N.V. will be held on Monday 14 September 2020 at 11am CET at the Symphony Offices, Gustav Mahlerplein 3-117 in Amsterdam, The Netherlands

Agenda

1. **Opening and notifications**
 - a. Opening
 - b. Notifications
2. **Composition of the Executive Board: appointment of Ms. V.J.H. Duperat-Vergne as member of the Executive Board of Arcadis N.V.**
(for resolution)
3. **Any other business**
4. **Closing**

Amsterdam, 28 July 2020

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

Explanatory notes to the agenda of the Extraordinary General Meeting of Arcadis N.V. (the ‘Company’)

Agenda item 2

Composition of the Executive Board: appointment of Ms. V.J.H. Duperat-Vergne as member of the Executive Board of Arcadis N.V. (for resolution)

After the resignation of Ms. S.M. Kuijlaars as Chief Financial Officer (‘CFO’) of Arcadis was announced on 4 March 2020, the Supervisory Board started a thorough selection process for a new CFO. The profile for the CFO role was defined based on the new Arcadis strategy, ongoing business requirements as well as the current financial situation of the company. The Supervisory Board also considered the relevant diversity aspects as laid down in the 2018 Diversity Policy for the Executive Board and the Executive Leadership Team. At the same time, the first priorities when considering candidates for the CFO vacancy remain the functional requirements as defined in the CFO profile. The Supervisory Board considered both external and internal candidates and finally made the decision to recruit Ms. Duperat-Vergne (1975).

The Supervisory Board is submitting a nomination for the appointment of Ms. Duperat-Vergne as member of the Executive Board immediately after the end of this Extraordinary General Meeting. If appointed, Ms. Duperat-Vergne will be serving as CFO of Arcadis. In that capacity, she will also become a member of the Arcadis Executive Leadership Team. The appointment will continue through the end of the annual General Meeting in 2024 and any adjournment thereof. In line with the existing policy for the nomination of candidates for the Executive Board, the nomination of Ms. Duperat-Vergne 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. Duperat-Vergne holds the French nationality and has a master’s degree in finance and management from the Toulouse Business School. Ms. Duperat-Vergne is a seasoned finance executive with international experience. She has been deeply involved in a variety of complex business projects including M&A, integration, business transformation and strategy execution during her career. She is known for her leadership, strong finance and accounting expertise and her focus on people development.

She was the Chief Financial Officer of the publicly listed Gemalto, prior to the acquisition of Gemalto by the Thales Group. Before joining Gemalto, Ms. Duperat-Vergne was Group Deputy Chief Financial Officer and a member of the Senior Leadership Team at TechnipFMC. She started her career in 1997 as an external auditor and spent more than 10 years at Arthur Andersen, then at Ernst & Young (now EY) before joining Canal+ as Compliance Officer for Accounting Standards.

Most notably during her career with TechnipFMC, she played a key role in the merger between Technip and FMC Technologies. She led the value-creation and due diligence and handled the operation on the Technip side by coordinating all the teams involved, both internal and external parties. Ms. Duperat-Vergne was also in charge of investor relations for the Technip group. Following the merger, Ms. Duperat-Vergne took a broader operational role with the Onshore/Offshore Division, where she was Senior Sponsor for the group's largest construction project, carried out in partnership with Japanese partners.

From October 2017 until fall 2019, Ms. Duperat-Vergne worked for Gemalto as Chief Financial Officer. She was key in the final negotiations of the Gemalto sale to Thales.

Since March 2018, Ms. Duperat-Vergne is an independent Board Member and the Audit Committee Chairperson of Elios Group, a leading operator in catering and support services which is publicly listed on Euronext Paris.

Ms. Duperat-Vergne is an excellent business driven finance leader. Her proven track record in the project services industry and her broad international experience in finance leadership roles make her very well qualified to serve as CFO of Arcadis. She brings a wealth of experience as finance leader dealing with complex business transformations, with a strong financial grounding from Arthur Andersen and EY.

Ms. Duperat-Vergne's terms and conditions of engagement as a member of the Executive Board will be in accordance with the remuneration policy for the members of the Executive Board that was approved by the General Meeting in 2020. These terms and conditions comprise a fixed annual compensation of € 475,000, a short-term variable remuneration that ranges from 0% to 85% of the fixed annual compensation, with 50% being the target and a long-term variable remuneration of 100% of the fixed annual compensation in the form of conditional Arcadis N.V. shares under the Arcadis Long Term Incentive Plan. For 2020, a pro-rated number of conditional Arcadis N.V. shares has been fixed at 5,859 RSUs. The award date will be the date of appointment. The shares vest after three years and are restricted for another two years. The vesting of the conditional shares is dependent on the performance criteria established in advance, in accordance with the remuneration policy for the members of the Executive Board. In addition, Arcadis will provide a one-off gross payment of € 50,000 for Ms. Duperat-Vergne to establish a base in the Netherlands and this amount serves to cover temporary housing and installation costs.

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

Voting Instructions

This Extraordinary General Meeting ('**EGM**') will be a hybrid meeting, including the facilitation of virtual attendance and virtual voting.

The holders of ordinary shares entitled to attend and/or vote at this EGM are those persons who, on Monday 17 August 2020 (the '**Record Date**'), have those rights and are registered as such in the registers designated for that purpose by the Executive Board.

An invitation to attend the hybrid EGM will be sent to all holders of registered shares.

Starting Tuesday 18 August 2020, holders of bearer shares wishing to attend the hybrid EGM can apply to attend the EGM via their intermediary that administers their shares or via abnamro.com/evoting. These shareholder requests must be received no later than Monday 7 September 2020 at 5pm CET.

All shareholders are entitled to be represented at the EGM by an independent third party. Following registration with the intermediary, holders of bearer shares can submit a proxy (power of attorney) with voting instructions to Intertrust Financial Services B.V. in Amsterdam. The proxy is made available on the Company's website and can be obtained from the intermediary. It must be received by Intertrust Financial Services B.V. for the attention of Ms. N. Cherif, Prins Bernhardplein 200, 1097 JB in Amsterdam, the Netherlands, no later than Monday 7 September 2020 at 5pm CET.

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 Monday 7 September 2020 at 5pm CET at the above address.

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

Votes can be cast prior to the EGM via the ABN AMRO website designated for this purpose: www.abnamro.com/evoting, up to Monday 7 September 2020, 5pm CET. Votes can also be cast during the EGM. For more information on the webcast and the voting process see abnamro.com/evoting.

Intermediaries must submit a statement to ABN AMRO ultimately on Tuesday 8 September 2020 at 11am CET identifying the number of shares registered for the EGM for each shareholder.

Shareholders who will be following the EGM through the webcast will be able to submit written questions prior to the meeting. Please submit your question(s) to ir@arcadis.com ultimately on Friday 11 September 2020 at 11am CET. We cannot guarantee that questions received after this date & time will be addressed during the EGM.

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 Friday 4 September 2020. In accordance with Dutch Law and the Articles of Association of the Company holders of shares must hold their shares on Monday 17 August 2020 (the '**Dutch Record Date**') in order for their votes to be accepted at the Meeting. By signing and returning the proxy card the shareholder agrees and attests that they will not sell or transfer the shares prior to the close of business on Monday 17 August 2020. If the shareholder sells or transfers the shares on or before the close of business on Monday 17 August 2020, their votes will not be counted.

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