

ARCADIS N.V. SUSTAINABILITY COMMITTEE CHARTER

MAY 2020

The Arcadis Sustainability Committee (the “**SusCo**”) is a committee of the Supervisory Board (the “**SB**”) of Arcadis N.V. (“**Arcadis**” or the “**Company**”).

For the purpose hereof, Sustainability is defined as the various Environmental, Social, and Governance topics that demonstrate or measure our commitment to improving quality of life *(the avoidance of depletion of natural resources in order to maintain an ecological balance & the creation of sustainable successful places that promote human wellbeing considering factors such as liveability, health equity, community development, social capital, human rights, social responsibility, social justice and cultural competence)*.

1. TASKS AND RESPONSIBILITIES

The primary function of the SusCo is to assist and advise the SB in the area of sustainability. The SusCo assists the SB in fulfilling its responsibilities and will prepare the plenary discussion and decision making by the SB about the major items within the SusCo’s scope of work.

In fulfilling its duties, the members of the SusCo may also directly liaise with and advise the member of the Executive Leadership Team (“**ELT**”) that is responsible for sustainability, the Global Sustainability Director and other people in the organization that work in the area of sustainability.

In the exercise of its task, the SusCo will focus on:

- a) the sustainability approach and culture of the Company;
- b) sustainability as a fiduciary duty;
- c) the linkage between the Company strategy and sustainability;
- d) the appropriate framework for non-financial reporting on sustainability;
- e) sustainability as element of remuneration;
- f) the enhancement of sustainability in the Company’s organization;
- g) external positioning and the further development positioning as a sustainable business in the market through thought leadership and otherwise, and getting the related recognition;
- h) the impact for clients of the Company through provision of services;
- i) opportunities and risks in the area of sustainability;
- j) the relationship with other ‘related topics’ such as Governance and Integrity; and
- k) other Sustainability items/elements as determined from time to time.

The SusCo may ask the advice of internal and external experts on matters within the competence of the SusCo.

2. MEMBERSHIP AND MEETINGS

- (i) The SusCo members and its chairperson will be appointed by and from within the SB. The duties and responsibilities of the members of the SusCo are in addition to those as a member of the SB. In composing the SusCo, the required desirable expertise of the SusCo as a whole that is relevant for the industry in which the Company is active, is taken into account. The SusCo consists of three members of the SB, including the chairperson. In addition, the following permanent guests will attend quarterly meetings:
 - a. The CEO
 - b. The ELT member responsible for Sustainability
 - c. One rotating Regional CEO (a quarterly appointment)
 - d. Global Director Sustainability

- (ii) Members of the SusCo shall be appointed for a term that corresponds with their term of membership of the SB, or as noted above. Appointment and reappointment may be subject to a rotation schedule at the SB's discretion. No member of the SusCo shall accept any fee from the Company other than in connection with serving as a member of the SB or one of its committees.
- (iii) The SusCo shall meet at least four times per year and the meetings will be minuted. If necessary, additional meetings can be scheduled. At each SusCo meeting a quorum of two members is required.
- (iv) The chairperson of the SusCo can allow other members of the Supervisory Board to attend the meetings of the SusCo in order to include their view in the decision making. The SusCo may ask other ELT or EB members, other members of management and/or others (such as regional representatives or internal and external experts as referred to above) to attend meetings of the SusCo in order to provide necessary and relevant information.
- (v) The Company Secretary (or his or her deputy) will act as secretary for the SusCo. The Company Secretary is responsible for circulating the meeting agenda and the supporting material to all SusCo members, the EB, the ELT member responsible for sustainability (and others at the request of the chairperson). The distribution practices as applicable to the SB meetings for minutes, agendas and supporting material, will apply.

3. REVIEW AND REPORTING

The SusCo will:

- (i) Periodically review and update this SusCo charter and its Appendix 1 (Arcadis Sustainability Governance Framework);
- (ii) Periodically assess the performance of the SusCo and its individual members; and
- (iii) Report to Supervisory Board on their deliberations and findings, including the relevant considerations.

Approved by the Arcadis Supervisory Board on 6 May 2020.

APPENDIX 1 - ARCADIS SUSTAINABILITY GOVERNANCE FRAMEWORK

Supervisory Board	<ul style="list-style-type: none"> • Acknowledge sustainability is part of fiduciary duty • Set “Tone at the Top” regarding importance of sustainability • Support framework non-financial reporting • Create linkage between strategy and sustainability • Ensure biannual discussion • Make sustainability an explicit part of remuneration package 	Global Reporting
ELT	<ul style="list-style-type: none"> • Acknowledge sustainability as a company priority and include visibly in company values and culture: Walk the Talk • Provide engagement and training opportunities, i.e. “small” EDNA • Validate stakeholder selection and engagement program • Work with stakeholder input to perform materiality assessment • Embed sustainability in strategic planning • Set sustainability goals that “stretch” the organization over 1, 3 and 10 year timeframes • Promote complete transparency (KPIs, targets, remuneration) and validate in ELT twice per year • Anchor Sustainability in Arcadis Way • Establish external sounding and inspiration board – as needed, potentially including clients (i.e. contractors), peers, thought leaders • Embrace sustainability as a business opportunity and reporting requirement 	<ul style="list-style-type: none"> • Enable sustainability reporting as part of the normal quarterly reporting cycle • Manage reporting quality and alignment with regional programs • Monitor achievement of regional targets and balanced score cards
Regional CEOs	<ul style="list-style-type: none"> • Embed sustainability in strategic planning • Set regional sustainability KPIs and goals for organization aligned with minimum thresholds set by ELT • Promote pro-active addressing of client sustainability issues – volunteering more sustainable solutions • Create internal sustainability leadership program to drive awareness and actions • Align reporting with limited assurance as minimum threshold following corporate reporting requirements • Align office requirements with Corporate Real Estate criteria on sustainability • Align regional strategies to global strategy • Challenge regional leadership to build sustainability culture leading by example • Make available globally/regionally produced sustainability awareness training to all staff 	Assurance <ul style="list-style-type: none"> • Build in assurance on sustainability reporting with help of internal audit