

Extraordinary General Meeting Arcadis N.V.

Tuesday 30 September 2025



Amsterdam, 15 August 2025

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

The Extraordinary General Meeting of Arcadis N.V.
will be held on Tuesday 30 September 2025
at 11.30 am CET in Rosarium, Amstelpark in Amsterdam

Agenda

- 1. Opening and notifications**
 - a. Opening
 - b. Notifications
- 2. Composition of the Executive Board**
Appointment of Mr. S.P. Crowe (for resolution)
- 3. Any other business**
- 4. Closing**



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 Mr. S.P. Crowe (for resolution)

After the resignation of Ms. V.J.H. Duperat-Vergne as Chief Financial Officer (‘CFO’) of Arcadis was announced on 5 March 2025, the Supervisory Board started a thorough selection process for a new CFO. The profile for the CFO role was defined based on the Arcadis strategy, including its financial strategy, ongoing business requirements as well as the current financial situation of the Company. In considering candidates, the Supervisory Board placed primary emphasis on the aspects quality, expertise and experience, as specified in the position profile, while also taking into account the 2025 Diversity and Inclusion Policy of the Executive Board. The Supervisory Board considered both external and internal candidates and finally made the decision to nominate Mr. S.P. (Simon) Crowe.

The Supervisory Board is submitting a nomination for the appointment of Mr. Crowe as member of the Executive Board immediately after the end of this Extraordinary General Meeting. If appointed, Mr. Crowe will be serving as CFO of Arcadis. In that capacity, he will also become a member of the Arcadis Executive Leadership Team. The appointment will continue through the end of the Annual General Meeting in 2029 and any adjournment thereof. In line with the existing policy for the nomination of candidates for the Executive Board, the nomination of Mr. Crowe 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.

Mr. Crowe (1967) is a British national and holds a degree in Physics from the University of Liverpool, United Kingdom.

Mr. Crowe is a proven Group CFO with more than 30 years of experience leading finance functions in both NYSE-listed and private equity-backed businesses. He has operated across Europe, Asia, North America, and Africa, and has a strong track record of delivering value through strategic growth, operational efficiency, M&A execution, a private equity exit and a successful NYSE Initial Public Offering.

Most recently, Mr. Crowe served as CFO at Wood Mackenzie, a global provider of data and analytics solutions for the energy, renewables, and natural resources sectors. Prior to that, he was CFO at ERM, where he played a pivotal role in transforming the business, leading numerous acquisitions, driving sustained double-digit annual growth, and supporting its sale from OMERS & AIMCo to KKR.

Earlier in his career, Mr. Crowe held the role of Group CFO at Acergy managing a \$5 billion global business and oversaw the complex finance integration following its merger with Subsea7. He began his career at Rhône Poulenc and subsequently held senior finance roles at National Power, Aquila, Transocean and GasLog LNG.

Mr. Crowe is an excellent business-driven finance leader, with a transparent leadership style and strong track record, bringing the capabilities Arcadis needs to align its financial strategy with its global ambitions and to support its continued growth. His deep commercial and financial insight, and international experience across consulting, infrastructure, and energy make him well qualified to serve as CFO of Arcadis.

Mr. Crowe'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 2024. These terms and conditions comprise a fixed annual compensation of € 590,000, a short-term variable remuneration that ranges from 0% to 102% of the fixed annual compensation, with 60% being the target level, and a long-term variable remuneration of 120% of the fixed annual compensation in the form of conditional performance shares under the Arcadis Long-Term Incentive Plan (LTIP). Mr. Crowe will be awarded a full 2025 grant. The award date will be the date of appointment. 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 and vesting shall occur on the scheduled vesting date in 2028. Mr. Crowe 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. Mr. Crowe shall comply with the shareholding retention requirements stated in the Remuneration Policy. This requires him to retain shares in Arcadis with a value equal to 200% of his annual base salary. A five-year build-up period applies, starting from the vesting date of the first LTIP grant he receives in his capacity as a member of the Executive Board.

The terms and conditions of engagement defined in a management agreement between Arcadis N.V. and Mr. Crowe are in compliance with the Dutch Corporate Governance Code. They include a maximum severance payment of the annual fixed remuneration. His notice period is 3 months. Mr. Crowe's contract does not contain provisions for termination of employment in the event of a change of control.



Voting Instructions

The Extraordinary General Meeting (**'EGM'**) of Arcadis N.V. (the **'Company'**) will be held on Tuesday 30 September 2025 at 11.30 am CET in Rosarium, Amstelpark 1, Europaboulevard in Amsterdam.

Record date

The holders of ordinary shares entitled to attend and/or vote at this EGM are those who, on Tuesday 2 September 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 Wednesday 3 September 2025, holders of bearer shares wishing to attend the EGM may register their shares via www.abnamro.com/evoting. Registration must take place before Tuesday 23 September 2025 at 5.30pm CET. Intermediaries must submit a statement to ABN AMRO ultimately on Wednesday 24 September 2025 at 1.30pm CET identifying the number of shares registered for the EGM for each shareholder.

Holders of registered shares

An invitation to attend the EGM, 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 EGM via the ABN AMRO website designated for this purpose: www.abnamro.com/evoting, up to Tuesday 23 September 2025, 5.30pm CET. They thereby give their voting instructions to an independent third party: CSC Financial Services (Netherlands) B.V.

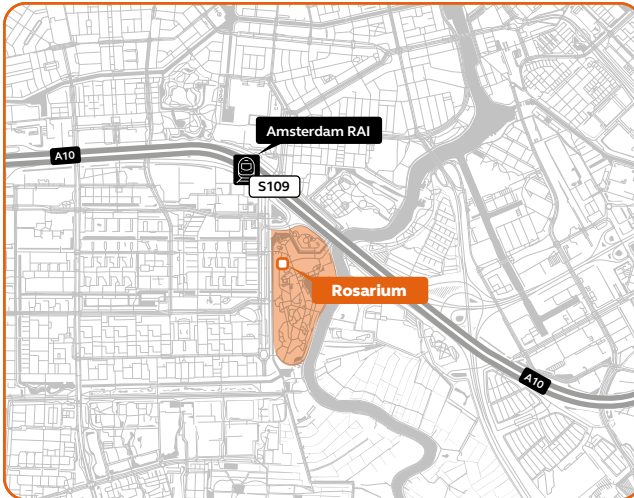
If a shareholder is unable to give their voting instructions electronically, these may also be given in writing. A [form](#) has been made available on the Company website for this purpose. This form must be completed and received by CSC Financial Services (Netherlands) B.V. no later than Tuesday 23 September 2025 at 5.30pm (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 Tuesday 23 September 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.

How to get there

Rosarium

Amstelpark 1, Europaboulevard, Amsterdam



Public transport

Rosarium is located in Amstelpark, near the main entrance. Amstelpark is approximately five minutes on foot from RAI Station. Metro lines 50, 51, and 52, as well as Tram line 4, serve this station. Bus line 62 stops directly in front of the entrance of Amstelpark (Weerdestein stop).

By car

Amstelpark can be reached via the motorway in the direction of Amsterdam. Take the Ring A10 towards RAI and exit at RAI (S109). At the traffic lights, turn left onto Europaboulevard, heading towards Amstelveen. After approximately 500 meters, the main entrance of Amstelpark will appear on your left-hand side.

GPS navigation

When using a GPS device, please enter Arent Jan Ernststraat 1. This will guide you directly to the entrance of Amstelpark.

Parking facilities

Ample parking is available. Parking is subject to a fee of €2.50 per hour. Payment can be made exclusively by debit card at the parking machine or via a parking app.

For the large parking area on the right-hand side of the main entrance (opposite the Rosarium), please enter code 18704.

For the small parking area on the left-hand side of the main entrance, please enter code 18701.

Scan QR code below for
Rosarium, Amstelpark





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