

Executive Board and Executive Leadership Team Rules

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INTRODUCTION

The Executive Board of Arcadis N.V. (“**EB**”) is solely entrusted with the management of Arcadis N.V. and its group companies (the “**Company**”).

The Executive Board may decide to establish an Executive Leadership Team (“**ELT**”) after approval by the Supervisory Board of Arcadis N.V. The ELT shall always include the EB members. The ELT supports the EB in the management of the Company. It advises and assists with the preparation, coordination and implementation of EB decisions. The members of the EB, being the corporate body as referred to in Section 2:129 of the Dutch Civil Code, remain collectively responsible for the actions and decisions of the EB and the ELT and have ultimate responsibility for the management of the Company, reporting to the Supervisory Board and the Company’s shareholders.

ARTICLE 1

Status and contents of the Rules. Amendment of the Rules

1. These Rules qualify as regulations meant in article 12.4 of the Articles and complement the provisions applicable to the EB and the ELT under applicable law and the Articles. These Rules only have internal effect; third parties cannot derive any rights from these Rules.
2. These Rules can be supplemented and modified by the EB at any time, subject to the approval by the Supervisory Board.
3. Save as otherwise provided in the Articles or by law, the EB may in exceptional cases, as the circumstances may require, at its discretion decide to deviate from these Rules. Any decision to deviate from these Rules of Procedure shall be reported immediately to the Chair of the Supervisory Board.
4. These Rules are posted on the website of the Company.

ARTICLE 2

Responsibilities of the EB. Task division within EB.

1. The EB members shall collectively be responsible for managing the Company. Individual EB members will be charged with specific parts of the managerial tasks, without prejudice to the collective responsibility of the EB. The EB remains collectively responsible for decisions, even if they are prepared by individual EB members.

2. In discharging its duties, the EB shall be guided by the interests of the Company and its enterprise, taking into consideration the impact the actions of the Company has on people and the environment and to that end weighs the stakeholder interests that are relevant in this context.
3. The responsibilities of the EB shall include:
 - a) Developing the strategy of the Company for sustainable long-term value creation and the associated risk profile;
 - b) The realization of the Company's objectives;
 - c) Project performance;
 - d) The creation of a culture and adoption and promotion of the Company's values that contribute to a culture focused at sustainable long-term value creation;
 - e) The general state of affairs and the financial results of the Company;
 - f) Identification as well as effective mitigation, management and control of risk connected to the business activities and the organization;
 - g) Maintenance and preparations of the financial reporting process;
 - h) Financing of the Company;
 - i) Compliance with applicable laws, regulations, contracts, policies and procedures, both external and internal;
 - j) Compliance with and maintaining the corporate governance structure of the Company;
 - k) Compliance with public disclosure and other reporting requirements;
 - l) Preparation of the annual accounts, annual budget and important capital Investments or Divestments of the Company;
 - m) Rendering advice in connection with the nomination of the external auditor of the Company;
 - n) In relation to the internal audit function: approval of the internal audit plan, annual assessment of the way in which the internal audit function fulfils its responsibility (in consultation with the AARC) and discussion of the audit results; and.
 - o) after approval by the SB, adopting a diversity and inclusion policy for the composition of the ELT, senior management and the rest of the workforce, in compliance with applicable laws. The policies should address the specific targets and aspects relevant to the Company such as expertise, experience, competencies, other personal qualities, sex or gender identity, age, nationality, age, gender, and cultural or other education and work background. The first and foremost priorities when considering candidates shall always be quality, expertise and experience.
4. The division of tasks within the EB shall be determined (and amended, if necessary) by the EB, subject to the approval of the SB in case material. EB members charged with particular managerial tasks shall also be responsible for

the related risk control, and for monitoring the managerial tasks concerned.

5. The EB is responsible for the quality of its own performance. At least once annually, the EB shall evaluate its own functioning as a whole and that of the individual EB members. As part of this evaluation, the EB shall assess effectiveness of the EB and it shall identify improvement areas and aspects and if and to what extent EB members require (further) training or education. Periodically, this evaluation should take place under the supervision of an external expert.
6. The EB is responsible for stimulating openness and accountability within the EB and between the EB and SB.

ARTICLE 3

Composition EB. Expertise and independence

1. The EB consists of two members.
2. The SB shall designate one of the EB members as CEO and Chair of the EB (“CEO”).
3. The SB shall designate one of the EB members as CFO. The CFO shall specifically overlook the financial affairs of the Company.
4. The Vice-Chair shall replace and assume (the) powers and duties of the Chair (but not, for the avoidance of doubt, the duties of the CEO) in the latter’s absence or if and when the Chair so requests.
5. If the CEO is unable to fulfil their duties as CEO for a longer period, the SB shall decide about their (temporary) replacement.

ARTICLE 4

Appointment, term and remuneration EB members.

1. EB members are appointed by the General Meeting and in the manner as provided in the Articles. For the nomination or recommendation of EB members section 2:132a DCC shall be taken into account.
2. EB members shall be appointed for a maximum period of four years. They may be re-appointed for a term of no more than four years at a time. EB members can be suspended by the SB as EB member.
3. The remuneration of the EB members shall be determined within the scope of the

remuneration policy adopted by the General Meeting. The SB shall determine the amount of the remuneration of the two individual EB members. When the Arcadis Remuneration Committee (the “**RemCo**”) is considering a proposal for the remuneration of EB members, EB members shall give their view with regard to the amount and structure of their own remuneration.

ARTICLE 5

Executive Leadership Team. Role, composition, appointment and remuneration

1. The EB may decide to establish an ELT after approval by the SB, to support the EB in the management of the Company. The ELT shall always include the EB members. The ELT advises and assists with the preparation, coordination and implementation of EB decisions. The EB may delegate one or more tasks and duties to the ELT or to one or more ELT members.
2. Notwithstanding the foregoing, the rights and obligations of the EB under Dutch law, the Articles and the Code remain in full force and effect with respect to the EB exclusively in such capacity. The EB collectively shall therefore remain accountable for the actions and decisions taken by the ELT and have ultimate responsibility for the Company's business and affairs and external reporting.
3. The ELT shall consist of such number of members as determined by the EB with approval of the SB. The ELT shall always include the EB members. The CEO is Chair of the ELT. The CFO is Vice-Chair of the ELT. The ELT shall be composed such that the requisite expertise, background, diversity and competencies are present to carry out its duties properly, in compliance with applicable laws.
4. The ELT members other than the EB members are appointed, suspended and dismissed as ELT member by the EB, subject to approval of the SB. ELT members can be suspended as ELT member by the SB.
5. The remuneration of ELT members shall be determined by the EB based on similar principles as applied in the remuneration policy for the EB. Remuneration of ELT members is subject to approval of the SB.
6. The ELT is responsible for the quality of its own performance. At least once annually, the ELT shall evaluate its own functioning as a whole and that of the individual ELT members. As part of this evaluation, the ELT shall assess effectiveness of the ELT and it shall identify improvement areas and aspects and if and to what extent ELT members require (further) training or education.

ARTICLE 6

Diversity in EB and ELT. Other positions

1. The objectives as referred to in the diversity and inclusion policies for the EB and the ELT shall be considered in the preparation of the appointment, or re-appointment, of EB and ELT members, to the extent in compliance with applicable laws. At the same time, the first and foremost priorities when considering candidates to fill vacancies in the EB and ELT remain quality, expertise and experience.
2. Management or supervisory positions by ELT members in the Company are deemed positions derived from the position of ELT member. ELT members shall therefore resign from such functions when their ELT membership is terminated, unless specifically determined otherwise by the EB.
3. Externally, an ELT member shall not accept any membership of a supervisory board or other non-executive directorship, any other remunerated position and/or any other non-remunerated position (with the exception of non-remunerated positions with local sports clubs, social clubs, charitable institutions and schools) with third parties, or any material change(s) thereto that increase demand, without first obtaining permission of the EB.

ARTICLE 7

Tasks of the Chair of the EB and the ELT

1. The Chair shall be responsible for, *inter alia*:
 - a) Ensuring that the EB and the ELT function in an effective manner;
 - b) Ensuring that budgets and policy plans are drawn up in a timely manner;
 - c) Ensuring that the draft annual accounts with the corresponding management report are drawn up in due time, and the dispatch of these documents to the SB;
 - d) If applicable and required for proper functioning as a team, mediating differences of opinion between ELT members;
 - e) Engaging in ad-hoc discussions with ELT members regarding their respective tasks;
 - f) Preparing an agenda and chairing of EB and ELT meetings;
 - g) Ensuring that there is ample time for consultation, consideration and the other aspects of preparing decisions;
 - h) Ensuring that resolutions are in accordance with the strategic plan of the Company;

- i) Supervising the implementation of passed resolutions;
 - j) Ensuring the timely and adequate provisions of information to the EB and ELT members as necessary for the proper performance of their duties;
 - k) Supervising the proper functioning of the External Auditor of the Company and the submission of their report to the SB;
 - l) Receiving reports concerning irregularities of a general, operational and financial nature, and conducting the appropriate investigations and oversee corrective actions, unless the Arcadis General Business Principles or related documents provide that such irregularities shall be reported to the AARC; and
 - m) Ensuring the annual evaluation and assessment of the functioning of the EB and the ELT and their individual members.
2. Within the EB and the ELT, the Chair, who is the main contact between the SB and the EB/ELT, shall also be responsible for the following matters regarding the relationship between the EB/ELT and the SB:
- a) Submitting a proposed agenda and preparing meetings of the SB in consultation with the SB Chair;
 - b) Ensuring the timely and adequate provision of information to the SB and to the individual members of the SB as necessary for the proper performance of their duties;
 - c) Maintaining contact with the SB and in particular with the SB Chair, as well as informing the other EB or ELT members in a timely and careful manner about the results of those contacts.

ARTICLE 8

Global Company Secretary

1. The EB, and the ELT if applicable, is assisted by the Global Company Secretary, who shall be appointed and dismissed by the EB, subject to the approval of the SB.
2. The Global Company Secretary shall assist the Chair to make sure that correct EB and ELT procedures are followed. The Global Company Secretary shall see to it that the EB acts in accordance with its statutory obligations and its obligations under the Articles. The Global Company Secretary shall assist the Chair in the organization of the affairs of the EB, and ELT if applicable (the preparing for and reporting on meetings, information supply etc.)
3. The Global Company Secretary also performs tasks for the SB, as provided for in the Regulation of the SB.

ARTICLE 9

ELT and EB meetings - agenda, attendance, voting, decision making, action list or minutes

ELT

1. At least once a month, an ELT meeting to discuss strategic matters and prepare strategic EB decisions shall take place in the Netherlands. Both EB members, and ideally the majority of all ELT members, shall attend in person. Once a quarter, all ELT members shall attend in person.
2. Additional ELT meetings to discuss business as usual, non-strategic topics may be held virtually or in-person provided they are spread globally. ELT meetings in the UK and France shall be avoided; exceptions to this principle require written approval of the SB Chair. Participation in virtual ELT meetings from the Netherlands is encouraged, in particular by EB members.
3. The Chair shall chair the ELT meetings.
4. ELT meetings shall be convened in due time by the Chair.
5. The Chair shall determine the agenda of the ELT meetings. Other ELT members can submit to the Chair items to be discussed in the ELT meeting. An item to be discussed in the ELT which has not been submitted on time or which, if applicable, is not supported by sufficient or quality documentation that facilitates good discussion and decision making shall not be placed on the agenda of the ELT, unless the Chair decides otherwise.
6. The admittance to the meeting of persons other than the ELT members shall be managed by the Chair.
7. The ELT can only validly take decisions if at least the majority of its members participated amongst whom in any case the CEO and CFO, either in person or by proxy, in the discussion and voting, in the understanding that members who have a conflict of interest as referred to in article 10 of these Rules shall not be taken into account when calculating this quorum. If the quorum is not met in the first meeting, a second meeting may be convened, in which meeting resolutions may be adopted irrespective of the number of ELT members present or represented, provided that the CEO and CFO are present or represented.
8. ELT decision making will as much as possible be a simple confirmation of agreement. For the avoidance of doubt it is noted that formally speaking each member of the ELT is entitled to cast one vote in ELT meetings. Preferably, decisions of the ELT shall be made unanimously. If this is not possible,

decisions are made if a majority of the ELT members present or represented votes in favor, which vote in favor must include the votes in favor of the EB members entitled to vote. If there is a tie vote, and the CEO and CFO voted in favor, the decision of the ELT is deemed to be adopted.

9. Resolutions of the ELT may be passed in writing outside a meeting if the majority of all ELT members entitled to vote approve the proposal in writing and this majority includes the CEO and CFO. In the next ELT meeting such resolutions will be confirmed and included in the minutes/decision sheets of that ELT meeting.

EB

10. Each monthly ELT meeting shall be followed by an EB meeting to finalize discussions and take strategic decisions, also to take place in the Netherlands. EB members shall attend in person.
11. Additional EB meetings (i.e. with agenda and formally minuted), if any, shall take place in the Netherlands. EB members shall attend in person.
12. The Chair shall chair the EB meetings.
13. EB meetings shall be convened in due time by the Chair.
14. The Chair shall determine the agenda of the EB meetings. The CFO can submit to the Chair items to be discussed in the EB meeting. An item to be discussed in the EB which has not been submitted on time or which is not supported by sufficient or quality documentation that facilitates good discussion and decision making shall not be placed on the agenda of the EB, unless the Chair decides otherwise.
15. Both EB members must attend the meetings of the EB in person, unless article 12.11 of the Articles applies. The admittance to the meeting of persons other than the EB members and the Global Company Secretary shall be managed by the Chair.
16. The EB can only validly adopt resolutions if both members participate, either in person or by proxy, in the discussion and voting, with the provision that a member who has a conflict of interest as referred to in article 10 of these Rules shall not be taken into account when calculating this quorum.
17. Each member of the EB is entitled to cast one vote in EB meetings. Resolutions of the EB shall be passed by unanimous vote. If there is a tie of votes, the SB shall have a casting vote.

18. Resolutions of the EB may be passed in writing outside a meeting if the EB members entitled to vote have given their vote in favor of the proposal. In the next EB meeting such resolutions will be confirmed and included in the minutes of that EB meeting.

ELT and EB

19. In relation to any meetings referred to in these Rules, an EB member may (only) grant proxy to the other EB member for purposes of representation and voting in such meeting(s). An ELT member, not being an EB member, may grant a proxy to any other ELT member for purposes of representation and voting in an ELT meeting.
20. Any person designated for such purpose by the Chair shall draw up the minutes or actions of the EB and ELT meetings or specific agenda items. If minutes are prepared, they shall contain a summary of the discussions in the relevant meeting and an overview of the decisions taken. The minutes shall be adopted in the next meeting or as soon as feasible thereafter. Adopted minutes shall be evidence of the proceedings.

ARTICLE 10

Conflict of interest

1. Both the EB and the ELT shall function independently from any instructions by third parties outside the Company.
2. An ELT member shall not participate in the discussions and/or decision-taking process on a subject or transaction in relation to which they have a direct or indirect personal conflict of interest with the Company (a "**conflict of interest**").
3. All transactions in which there are conflicts of interest with ELT members shall be agreed on terms that are customary in the market. Decisions to enter into transactions in which there are conflicts of interest with ELT members that are of material significance to the Company and/or to the relevant ELT members require the approval of the SB.
4. An ELT member may have a conflict of interest:
 - a) if the Company intends to enter into a transaction with a legal entity in which the ELT member personally has a material financial interest;
 - b) if the Company intends to enter into a transaction with a legal entity which has a member of the management board or supervisory board who is

related under family law¹ to the ELT member.

5. An ELT member in any event has a conflict of interest if:
 - a) the ELT member is a member of the managing or supervisory board of, or holds a similar function with, a company not belonging to the Company with which the Company intends to enter into a transaction;
 - b) Under applicable law, including the rules of any exchange on which the shares of the Company may be listed, such conflict of interest exists or is deemed to exist;
 - c) The SB, or in case paragraph 6 of this article applies, the SB Chair together with the CEO, has ruled that such conflict of interest exists or is deemed to exist.
6. Each EB member shall forthwith report any potential conflict of interest in a transaction that is of material significance to the Company and/or to such EB member to the SB Chair and to the other EB member. The EB member shall provide all relevant information in that regard. The SB shall decide, outside the presence of the EB member concerned, whether there is a conflict of interest of an EB member.
7. Each ELT member, not being an EB member, shall forthwith report any potential conflict of interest in a transaction that is of material significance to the Company and/or to such ELT member to the CEO. The ELT member shall provide all relevant information in that regard. The CEO shall, together with the SB Chair, decide, outside the presence of the ELT member concerned, whether there is a conflict of interest of an ELT member not being an EB member.
8. Pursuant to section 2:169 of the DCC, a material transaction between the Company and a related party² may require a public announcement at the moment such transaction is entered into. In addition, prior SB consent may be required. In accordance with section 2:168 of the DCC, the SB will twice a year review material transactions with related parties that were entered into in the ordinary course of business and on terms customary in the market and were therefore excluded from the obligations referred to in section 2:169 of the DCC. Purpose of this review is to confirm that the conditions for such exclusion have been fulfilled. For the purpose of this review, the EB will provide the SB with an overview of any such material transactions.

¹ (*familierechtelijke verhouding*) Meant are: Spouses, registered partners or other life companions, foster children or relatives by blood or marriage up to the second degree.

² "Related party" as defined in section 2:167.2 of the Dutch Civil Code

ARTICLE 11

Reporting and handling of irregularities and issues

1. The EB shall ensure that issues and complaints of a general, operational and/or financial nature, specifically including those that relate to financial reporting, internal risk management and control systems and the audit, are received, recorded and addressed.
2. The EB shall ensure that employees have the opportunity, without jeopardizing their legal position, to report to the Chair irregularities and issues and to disclose and report issues concerning ELT members to the SB Chair.
3. The EB shall inform the SB Chair without delay of signs of actual or suspected material misconduct or irregularities within the Company.

ARTICLE 12

Information, relationship with the SB

1. The EB shall timely involve and provide the SB with information (if possible, in writing) on all facts and developments concerning the Company which the SB may need to function as required and to properly carry out its duties, such as informing the SB on the general state of affairs and the financial results of the Company and engaging the SB early on in formulating the sustainable long-term value creation strategy of the Company and the associated risk profile (as mentioned in article 2.3 under d and e of these Rules). EB members shall timely provide the SB with information on request of the SB. Notwithstanding article 7.2 of these Rules, first sentence, if and as required any ELT member shall have (regular) contact with the SB and/or the Chairs of the SB or of the SB committees.
2. The EB shall provide the SB with quarterly reports prepared in a format as agreed from time to time and setting out detailed information on *inter alia* the development of the Company, finance, marketing, investments and staff.
3. EB members, as well as other ELT members, shall attend the meetings of the SB and/or the SB committees, as prescribed by law or upon invitation.

ARTICLE 13

Holding and trading securities

1. Any shareholding in the Company by ELT members is for the purpose of long-term investment.

2. ELT members are bound to the Regulations regarding transactions in Arcadis securities and Supplement 1 thereto. The Regulation and Supplement 1 can be found on the website of the Company.

ARTICLE 14

Confidentiality

ELT members shall treat all information and documentation acquired within the framework of their position as ELT member as applicable with the necessary discretion and, in the case of confidential information, with the appropriate confidentiality.

ARTICLE 15

Governing law and jurisdiction

1. These rules shall be governed by and construed in accordance with the laws of the Netherlands.
2. The courts of the Netherlands shall have exclusive jurisdiction to settle any dispute arising from or in connection with these rules (including any dispute regarding the existence, validity or termination of these rules).
3. It is the intent of the Company that these Rules, together with all other programs, practices, procedures, trainings, controls or similar applications considered or effected in connection with these Rules, comply with all applicable law in all jurisdictions in which Arcadis operates, to the extent Arcadis is subject thereto, and accordingly to the maximum extent permitted, the Rules shall be interpreted and administered in compliance with all applicable law. To the extent any provision or implementation of the Rules is deemed to violate applicable law in any jurisdiction, Arcadis shall have the right, in its sole discretion, to adopt modifications or amendments to, or deviate from, the Rules and take such other actions (including selective application of the Rules among jurisdictions, amendments and actions with retroactive effect) as it determines are necessary or appropriate in order to ensure that the Rules and the implementation thereof complies with applicable law.