

Arcadis N.V. Selection Committee Charter

Purpose

The Arcadis Selection Committee (“**ASC**”) is a committee of the Supervisory Board of Arcadis N.V. The primary function of the ASC is to assist and advise the Supervisory Board in fulfilling its responsibilities by preparing the selection and nomination of the Supervisory Board and Executive Board members of Arcadis N.V.

Membership and Meetings

1. The ASC members and its chairman will be appointed by and from members of the Supervisory Board.
2. The ASC shall consist of a minimum of three members. More than half of the members of the ASC must be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.
3. The chairman of the Supervisory Board shall act as chairman of the ASC and he/she shall be primarily responsible for the proper functioning of the ASC.
4. Members of the ASC shall be appointed for a term that corresponds with their term of membership of the Supervisory Board. Appointment and re-appointment may be subject to a rotation schedule at the Supervisory Board's discretion.
5. The ASC shall meet at least two times per year and the meetings will be minuted. If required, additional meetings can be scheduled. At each meeting, a quorum of two members is required. The ASC shall decide whether and, if so, when its meetings will be attended by the Chairman of the Executive Board and the Global Human Resources Director. The ASC may ask other members of management to attend meetings of the ASC in order to provide necessary and relevant information. The chairman of the ASC can allow other members of the Supervisory Board to attend the meetings of the ASC in order to include their view in the decision making.
6. The Global Human Resources Director shall act as secretary to the ASC and will in that role work closely with the Company Secretary to ensure proper processes. The secretary of the ASC is responsible for circulating the meeting agenda and the supporting material to all ASC members. The distribution practices, as applicable with regard to the Supervisory Board meetings for minutes, agendas and supporting material, will apply.

Responsibilities and Duties

7. The ASC shall advise the Supervisory Board in relation to its responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto. The Supervisory Board, within the scope of the Supervisory Board's responsibility, authorizes the ASC to:

Selection, nomination and appointment

- a) Prepare the selection criteria and appointment procedures for members of the Arcadis' Supervisory Board and Executive Board;

- b) Evaluate periodically the size and composition of the Supervisory Board, the Executive Board and the Executive Leadership Team (“ELT”) and propose the profile of the Supervisory Board;
- c) Evaluate periodically the functioning of the Supervisory Board, the Executive Board, the ELT and individual Supervisory Board and Executive Board members, and report the results thereof to the Supervisory Board;
- d) Prepare a plan for the succession of members of the ELT and/or the Executive Board and the Supervisory Board;
- e) Propose candidates for (re-)appointment to the Executive Board and Supervisory Board and advise the Supervisory Board on the approval of the (re-)appointments to the ELT as proposed by the chairman of the Executive Board; and
- f) Supervise the Executive Board and/or ELT in relation to the selection criteria and appointment procedures for senior management.

Other items

- h) Ask the advice of internal and external experts on matters within the competence of the ASC; and
- i) Address any other items and/or actions delegated to it by the Supervisory Board.

Review and reporting procedures

- 8. The ASC will:
 - a) Periodically review and update the ASC charter;
 - b) Periodically assess the performance of the ASC and its individual members; and
 - c) Report to Supervisory Board on their deliberations and findings, including the relevant considerations.

Approved by the Arcadis Supervisory Board, dated 29 June 2018.