

Arcadis N.V. Remuneration Committee Charter

Purpose

The Remuneration Committee ("RemCo") is a committee of the Supervisory Board of Arcadis N.V. The primary function of the RemCo is to establish and maintain competitive and fair remuneration policies for the Executive Board of Arcadis N.V.

Membership and Meetings

1. The RemCo members and its chairman will be appointed by and from members of the Supervisory Board.
2. The RemCo shall consist of a minimum of three members. The following requirements must be observed in composing the RemCo:
 - a) More than half of the members of the RemCo must be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code (the "Code");
 - b) Neither the chairman of the Supervisor Board, nor any of Arcadis's former members of the Executive Board nor any Supervisory Board member who is a member of the Executive Board of any other listed company, may (simultaneously) be the chairman of the RemCo;
 - c) None of the members of the RemCo, with the exception of no more than one person, may (simultaneously) be a member of the Executive Board of any other Dutch listed company.
3. Subject to article 2, the Supervisory Board shall appoint one of the members of the RemCo as chairman.
4. Members of the RemCo 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. If the RemCo makes use of the services of a remuneration consultant in carrying out its duties, it shall verify that the consultant concerned does not provide advice to (members of) the Executive Board.
6. The RemCo 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 RemCo 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 RemCo may ask other members of management to attend meetings of the RemCo in order to provide necessary and relevant information. The chairman of the RemCo can allow other members of the Supervisory Board to attend the meetings of the RemCo to include their view in the decision making.
7. The Global Human Resources Director shall act as secretary to the RemCo and will in that role work closely with the Company Secretary to ensure proper processes. The secretary of the RemCo is responsible for circulating the meeting agenda and the supporting material to all RemCo members. The distribution practices, as currently applicable with regard to the Supervisory Board meetings for minutes, agendas and supporting material, will apply.

Responsibilities and Duties

8. The RemCo 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 RemCo to:

Remuneration

- a) Submit a clear and understandable proposal to the Supervisory Board concerning the remuneration policy for the Executive Board (such policy to be adopted by the General Meeting) , taking into consideration, in any event, the following aspects:
- (i) the objectives for the strategy for the implementation of long-term value creation within the meaning of best practice provision 1.1.1 of the Code;
 - (ii) the scenario analyses carried out in advance;
 - (iii) the pay ratios within the company and its affiliated enterprise, to the extent feasible and relevant in the global context in which the company operates;
 - (iv) the development of the market price of the shares;
 - (v) an appropriate ratio between the variable and fixed remuneration components;
 - (vi) if shares are being awarded, the terms and conditions governing this;
 - (vii) if options are being awarded, the terms and conditions governing this and the terms and conditions subject to which the options can be exercised
- The ELT remuneration will be based on similar principles as the remuneration policy for the EB.
- b) Submit a proposal concerning the remuneration of individual members of the Executive Board in accordance with the remuneration policy, for adoption by the Supervisory Board, which proposal shall in any event include:
- (i) the remuneration structure;
 - (ii) the amount of the fixed remuneration;
 - (iii) the performance shares and/or option rights to be granted;
 - (iv) variable remuneration components, pension rights, severance pay and other forms of compensation to be awarded;
 - (v) the performance criteria and the application thereof;
 - (vi) the scenario analyses that have been carried out; and
 - (vii) the pay ratios within the company and its affiliated enterprise.
- c) Draft remuneration proposals for the Executive Board members, wherein the RemCo should take note of the view of individual Executive Board members with regard to the amount and structure of their own remuneration and, in relation thereto, ask the members of the Executive Board to pay attention to the aspects referred to in sub (a) of this article 8 of this RemCo charter.
- d) Prepare the annual remuneration report for approval by the Supervisory Board. The remuneration report comprises a report on the way in which the Executive Board remuneration policy was implemented in the most recent financial year. The report in any case contains the information as outlined in the best practice provision 3.4.1 of the Code.
- The remuneration report will be published on the Arcadis website.
- e) Prepare a clear and understandable proposal on the remuneration of Supervisory Board members and its committee members, for submission to the General Meeting. The proposal shall promote an adequate performance of the role of the members of the Supervisory Board, shall not

- be dependent on the results of the company and shall reflect the time spent and the responsibilities of the role of the members of the Supervisory Board.
- f) Prepare a proposal for the Supervisory Board concerning:
- (i) the installment and/or amendment of performance-based remuneration components such as equity plans (e.g. performance share plans and employee share purchase plans, using shares to be issued or repurchased by Arcadis N.V.);
 - (ii) the definition of specified performance targets related to the granting of options and (performance) shares;
 - (iii) the issue or grant of (performance) shares and/or options;
 - (iv) the definition of specified performance targets related to the granting of bonuses to the members of the Executive Board and the ELT, considering that inadequate performance of duties shall not be awarded;
 - (v) the granting of bonuses to members of the Executive Board and the ELT;
 - (vi) the revision of the amount of a bonus to an appropriate amount if payment of the bonus would be unacceptable according to standards of reasonableness and fairness as provided for in section 2:135 subsection 6 Dutch Civil Code;
 - (vii) claw back of a bonus, all or part, insofar as it has been awarded based on incorrect information about achieving the targets underlying the bonus or about the circumstances that the bonus was made subject to as provided for in section 2:135 subsection 8 Dutch Civil Code; and
- g) Advise the Supervisory Board on the approval of the remuneration of members of the ELT (other than EB members), as proposed by the Executive Board.

Other items

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

Review and reporting procedures

9. The RemCo will:
- a) Periodically review and update the RemCo charter;
 - b) Periodically assess the performance of the RemCo 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.