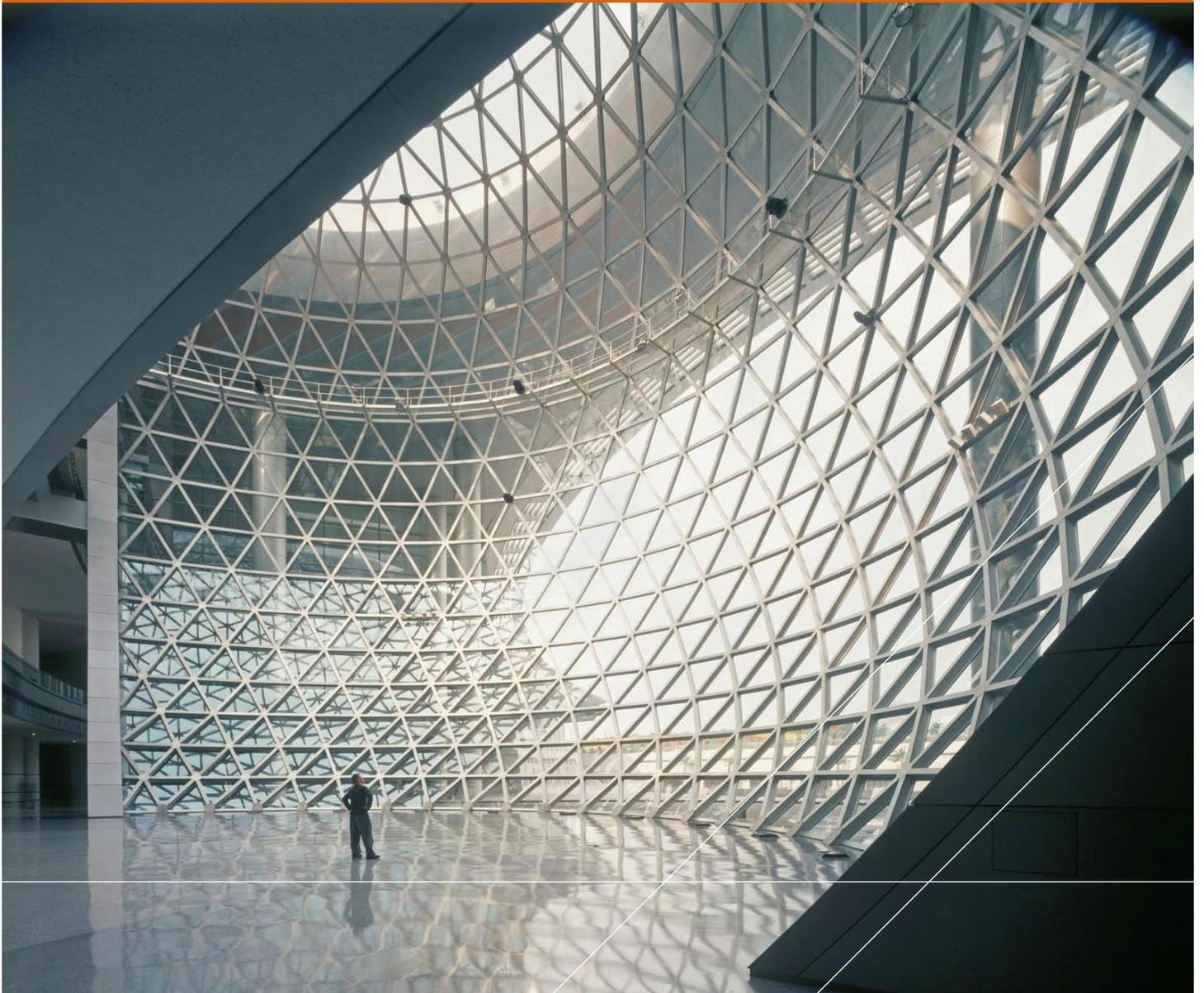


ARCADIS SPECIFIC ANTI-CORRUPTION STANDARDS

October 2018



1. INTRODUCTION

In addition to the specific integrity-related commitments set out in the AGBP, these Arcadis Specific Anti-Corruption Standards provide for specific standards related to:

- Gifts and hospitality;
- Payments to third parties (including Agents, facilitating payments and political/charitable contributions).

They are not all encompassing, but formulate minimum requirements. They leave room to management of the segments/regions/Global Excellence Centers and countries to specify further local rules of business conduct within this framework, which may be more restrictive.



2. GIFTS AND HOSPITALITY

GENERAL

Business decisions should be based upon legitimate business considerations and not on considerations of past or future personal gain. As offering or acceptance of gifts, favors and hospitality with customers, suppliers, or business contacts may influence business relationships negatively, they should not be requested or given in circumstances that may compromise the integrity of business decisions or create the appearance of an impropriety. The acceptance or offer of gifts and favors is only allowed if in accordance with these Arcadis Specific Anti-Corruption Standards and shall in all cases be limited to “reasonable and bona fide” expenditure.

You can discuss questions with respect to gifts, favors or hospitality with your manager or local Compliance Officer.

GIFTS AND FAVORS

Gifts or favors to or from external parties may only be given or accepted as a business courtesy, provided such practice is accepted, locally and in the industry, as a token of appreciation and is in compliance with applicable laws and the external party’s own ethics policies. Considering all factors, the gift or favor should be made voluntarily and should not have a value that may influence a business decision and/or may lead to a relationship of dependency or create the appearance of an impropriety.

Gifts with a value in excess of the amount to be determined by management of the segments/regions/ Global Excellence Centers or country may not be given or accepted, unless prior approval of management has been obtained.

Gifts may never be given or accepted in the form of cash or cash equivalents.¹

¹ Unless in exceptional circumstances where local customs and business practice so require and only if specifically authorized by the segment/region/Global Excellence Center’s Executive Leadership Team member in coordination with the Executive Board and the Chief Compliance Officer or General Counsel.

It is prohibited to provide or accept personal financial assistance of any kind to or from a customer, supplier or other business contact.

HOSPITALITY

Invitations from or to external parties may only be given or accepted as a business courtesy, provided such practice is accepted, locally and in the industry, as part of developing or maintaining a genuine business relationship and is in compliance with applicable laws, and the external party’s own ethics policies. Considering all factors, the invitation should not have a value that may influence a business decision and/or may lead to a relationship of dependency or create the appearance of an impropriety.

ADDITIONAL GUIDELINES

Subject to compliance with the above general requirements:

- Invitations for occasional sports and other hospitality events may be offered and accepted;
- Invitations for occasional lunch or dinner in restaurants may be offered and accepted;
- Paying travel and overnight accommodation to (potential) customers or accepting travel and overnight accommodation paid for by (potential) suppliers is not allowed, except for training, study purposes and occasional client events, provided that the costs are limited and reasonable in relation to the benefits from the training/study/client event. Any payment for/acceptance of travel and overnight accommodation requires prior line-management approval.

Arcadis has formulated specific rules and guidelines-based on the AGBP and local law - regarding the limits of gifts, favors and hospitality in different countries (the “Policies on Gifts & Hospitality”) to be found on your local intranet or available from your Compliance Officer.



3. PAYMENTS TO THIRD PARTIES

GENERAL

- Arcadis and its employees will not make, offer or promise any corrupt payment or anything of value, including but not limited to any bribe, to any public official, to any official or employee of any public international organization or political party or any candidate for such organization or party, or to any employee or representative of any (prospective) customer or supplier to obtain or retain business or to secure an improper advantage.
- Payments to the providers of goods or services received shall in all cases be limited to what is “reasonable and bona fide” compensation. Any payment for a company’s products or services must be made to the company, not to an individual, unless the individual has delivered the products or services as contracting party.
- Arcadis and its employees will always reject a request to divert a payment to anyone other than the contracting party or to an entity or person offshore.
- All payments must be properly and fairly recorded in accordance with Arcadis standards.
- There must be no ‘off the books’ or secret accounts.
- No payments will be channeled through an Agent (see next paragraph for definition). All payments made to an Agent should be intended for the Agent itself.
- Cash payments are not permitted²; all payments should be made to or received in a bank account designated in writing in the name of the recipient and in the country in which the recipient is located. Only if, in specific countries, contracts are still paid in cash as a normal operating procedure, Arcadis local management can approve to deviate from this directive on a case by case basis.
- Payments to a so-called numbered account with a bank are not permitted.
- Arcadis and its employees will not provide any kickbacks to government officials, directors, officers, employees or agents of (prospective) customers or suppliers.
- Arcadis and its employees will not engage in coercion (including extortion or solicitation of bribes), collusive schemes (such as bid-rigging) or fraud.

² See footnote 1 above.

AGENT

The remuneration of an agent, distributor, commissioner, intermediaries and the like (“**Agent**”) may not exceed the normal and reasonable commercial rates for the legitimate service rendered by the Agent. No part of any such remuneration shall be passed on as a corrupt payment or anything of value to any government official or to any employee or representative of any (prospective) customer or supplier.

An Agent may not be a government official.

The background of the Agent must be reviewed thoroughly by the person proposing the Agent in close cooperation with the segment/region/Global Excellence Center’s CEO and the Executive Leadership Team member in coordination with the Chief Compliance Officer or General Counsel; evidence of such review must be available in the file. Each Agent shall be appointed by virtue of a written service contract, which shall always incorporate a reference to the AGBP and which shall be accompanied by a copy of the AGBP, which the Agent shall acknowledge as having read and understood. The contract with the Agent shall include a provision under which the Agent agrees explicitly not to offer, promise or pay bribes and shall provide for termination of the contract with the Agent in the event of breach of this provision. All such Agent contracts shall be registered with management of the contracting Arcadis company. A record will be maintained of the terms of engagement of all Agents.

The record with all relevant information about the Agents is kept at the legal or financial department of the country or segment/region/Global Excellence Centre and is available for inspection by Arcadis Internal Audit at any time.

Arcadis has formulated specific rules and guidelines on Agent selection and remuneration based on the AGBP and local law which can be found in the ABC Framework on the global intranet under Global Policies -> Partnering.

FACILITATING PAYMENTS

The making of facilitating payments is not permitted even if local laws and regulations permit.

Facilitating payments are small payments made in money or in kind that are made, in accordance with publicly known and widely followed local custom and practice, in connection with the performance by officials in documentation, customs clearance and other matters of routine governmental actions.

A characteristic of facilitating payments is that the service obtained as the result of such payment represents the legitimate function of the official concerned. Taking advantage of a formal publicized “fast track” procedure operated by a government department, whereby an additional advertised payment is made to expedite a process is not a facilitating payment.

RELATIONS WITH POLITICAL PARTIES AND POLITICIANS

Arcadis shall not pay advisory fees, make payments or donations, in money or in kind, to political parties, political organizations or individual politicians or candidates for public office.

Subject to applicable laws and regulations, exceptions to this prohibition may be made where legally permissible only if explicitly approved by the segment/region/Global Excellence Center’s CEO and the Executive Leadership Team member in coordination with the Chief Compliance Officer or General Counsel. In those exceptional cases where payments or donations are made, all requirements regarding public disclosure of such payments or donations shall be complied with in full.

CHARITABLE CONTRIBUTIONS

Arcadis shall make charitable contributions only in accordance with applicable laws, including disclosure requirements. Such contributions shall not be used as a subterfuge for bribery or to circumvent laws. Local Arcadis management shall review the amount and timing of any charitable contributions to ensure this is not the case.

