

Arcadis NV

PROFILE OF THE SUPERVISORY BOARD

1. General

The Supervisory Board of Arcadis N.V. (the "**SB**"), in consultation with the Executive Board of Arcadis N.V. (the "**EB**"), has established the following preferred profile for the SB.

The SB is to perform the tasks listed as in article 2 of the Regulation of the SB (the "**SB Regulation**"), including but not limited to the following:

- supervising and monitoring, and advising the EB on performance, the creation of a culture aimed at long-term value creation for the company, the adoption of values for the company that contribute to a culture focused at long-term value creation for the company, formulating the strategy for realizing the long-term value creation and the manner in which such strategy is implemented;
- supervising and monitoring, and advising on the effectiveness of the internal risk management and control systems; and
- selecting and recommending candidate members of the EB.

2. Composition of the SB

Further to article 3.3 of the SB regulation, the composition of the SB shall be such that the combined experience, expertise and independence of its members enables the SB to best carry out the variety of the SB's responsibilities.

The following principles shall apply with regard to the composition of the SB:

- a. The SB is composed of natural persons, with a minimum of three and a maximum of nine members;
- b. The composition of the SB should reflect the international social context and business environment in which the company and its affiliated businesses operate;
- c. The SB should include individuals which either have knowledge of and/or experience in management of international companies or (quasi-)governmental organizations, or possess extensive and relevant social experience.
- d. The (to be implemented) diversity policy for the SB (the "**SB Diversity Policy**") defines the diversity targets for the composition of the SB. The SB Diversity Policy will be applied when considering the selection and (re-)appointment of members of the SB;
- e. The SB should be composed such that its members can function in an independent and critical manner both with regard to each other and to the EB.

3. Individual members of the SB

Members of the SB are selected and nominated taking into account the SB Diversity Policy as well as considering specifically the following selection criteria:

- background, education, training and degrees;
- (international) experience;
- skills; and
- independence.

Furthermore, the following principles shall apply with regard to the individual members of the SB:

- a. An SB member should not be hampered in the independent execution of his supervisory duties by either hierarchical subordination, by cross relationships or by other relationships with persons subject to his supervision;
- b. An SB member who is appointed by nomination shall perform his duties without mandate from those who nominated him, and independent from those who hold interests in the company;
- c. Each SB member shall have the expertise required for the fulfillment of the duties within the frame work of the SB profile;
- d. Each SB member shall have sufficient time available for the proper performance of his or her duties;
- e. It is desirable that an SB member possesses an extensive social and/or political and/or business network;
- f. Each SB member should have personal traits aligned with Arcadis values; and
- g. Each SB member should be proficient in the English language, since English is the language in which SB meetings are conducted.

4. Review and amendment

As the focus and situation of Arcadis, the markets in which it operates and the global and local environment(s) change over time, the SB's need for specific competencies within the SB are expected to, or may, change as well. Therefore, the profile of the SB shall periodically, at least once every 3 years, be reviewed.