Minutes of the Extraordinary General Meeting of Shareholders of the limited company ARCADIS NV, based in Arnhem, held on Tuesday 5 June 2007 at the WTC, Nieuwe Stationsstraat 10 in Arnhem.

1. Opening and announcements

Dr. F. Schneider (member of the Executive Board) is present on behalf of the Company. He welcomes all those present. Unfortunately, the chairman of the Supervisory Board is unable to lead today’s Meeting. Since no other member of the Supervisory Board is present, Dr. Schneider proposes to the Meeting that he act as chairman for today’s proceedings.

The invitation and agenda for this Meeting were published on 18 May 2007 in Het Financieele Dagblad, NRC Handelsblad and in the Official List. Those holding registered shares were invited via a letter that was sent to the addresses registered with the company. The complete agenda with explanatory notes, and the three-part document including the current text of the Articles of Association, the proposed amendment to the Articles and accompanying explanatory notes, together with the agenda for this Extraordinary General Shareholders Meeting could be examined or obtained free of charge from the company’s office and the ABN AMRO Service desk. These documents were also available in both English and Dutch on the company’s website.

ARCADIS has not only taken into account regulations set by the Dutch state and by Euronext Amsterdam NV, but also US regulations, such as the sending of a proxy statement and a proxy voting card to the shareholders of the shares that are traded on the Nasdaq. Via this proxy system, these shareholders are given the opportunity to vote via written ballot.

The chairman observes for the record that the Meeting has been called in accordance with law and in a timely manner and that the documents for the Meeting have been lawfully deposited and made available.

He proposes that secretary of the company Mrs J.M. van Bergen-van Kruijsbergen be designated as secretary of the Meeting and charges her with keeping the minutes. Once they are confirmed, the minutes will be placed on the ARCADIS website.

The number of shares present and/or represented at the Meeting comes to 8,538,278, which represents 41.8% of the issued capital. The votes will be counted by Mrs J.M. van Bergen-van Kruijsbergen. The definitive result can be examined, if so desired, after this Meeting is concluded.

Mr Schneider puts before the Meeting the question of whether any shareholders present have issued an authorisation or proxy and wish to revoke this authorisation or proxy or change their vote. It is established that there are no shareholders present who want to revoke an authorisation or proxy or wish to change their vote.

Since there are no further announcements, the Meeting will move on to the next point on the agenda.
2. Amendment to Articles of Association

This is the second Meeting devoted to the proposed amendment to the Articles. The Articles determine that any amendment to the Articles of Association requires a decision from the Annual General Meeting of Shareholders at which at least three-fourths of the issued capital is represented. Because no such quorum was achieved at the Meeting of 16 May 2007, no resolution could be adopted at that Meeting regarding the proposed amendment. On the grounds of the Articles, a second Meeting is therefore being held today. In this Meeting, a resolution can be adopted, regardless of the capital represented, with a majority of three-fourths of the votes.

With the approval of the Supervisory Board and the holder of all priority shares, the Executive Board proposes to the General Meeting of Shareholders that the Articles of Association be amended in order to reflect the new Dutch law for the advancement of the use of electronic communication in corporate decision-making ("Wet Elektronische Communicatiemiddelen"; "Law on Electronic Communication"), which came into force on 1 January 2007. Furthermore, the Executive Board proposes to include in the Articles the indemnification of Members of the Executive Board and Supervisory Board as approved by the General Meeting of Shareholders in 2004, to amend the Articles in accordance with certain relevant provisions of the Dutch Corporate Governance Code, and to adopt some modernisation.

The exact text of the proposed amendment can be found in the three-part document. These documents, together with the agenda for the Extraordinary Meeting of Shareholders, have been filed, and have been made available free of charge to shareholders upon request.

The chairman asks the Meeting if there are any questions or comments with regard to the proposed amendment to the Articles.

Mr F. Russ asks whether ARCADIS plans to actually implement these electronic means of communication during shareholders’ meetings.

The chairman stresses that the amendment to the Articles is primarily aimed at strengthening the rights of shareholders. The changes are not aimed at substituting these means for the physical presence of shareholders on a large scale. The use of these means of communication can, in theory, take place starting next year, but whether ARCADIS will in fact introduce these means depends in part on the technical possibilities at that time.

Mr Russ also asks whether the registration date has been changed.

The chairman assents that as a result of the Law on Electronic Communication the registration date has been changed to a maximum of 30 days before the day of the Meeting.

The chairman asks the General Meeting of Shareholders to approve the proposed amendment of the Articles.

Mr R. Benda announces to the Meeting that he is authorised to vote on behalf of ASN Investment Funds, Morgan Stanley & Co Int. and the State Street Bank. He votes in favour of
the proposed amendment to the Articles with 74,240 votes (of 929,566). He abstains on behalf of the remaining 855,326 votes he is authorised to represent.

Mr F. Russ announces to the Meeting that he is authorised to vote on behalf of Delta Lloyd Bewaarder N.V., Delta Lloyd Institutional Global Trends Fund, Delta Lloyd Life Insurance, J.P. Morgan Chase Bank, Ohra Share Fund N.V. and Ohra Environmental Technology Fund. He votes in favour of the proposed amendment to the Articles with 540,695 votes.

Mrs Van Bergen reports that prior to the Meeting proxy votes for 7,068,017 shares were received; 6,750,112 were cast in favour of the proposed amendment to the Articles (649 shares voted against the amendment, and 317,256 abstained).

The number of shares present and/or represented at this Meeting totals 8,538,278. Of this total, 7,365,047 (86.26%) have voted in favour of the proposal to amend the Articles, 649 (0.01%) have voted against the proposal, and 1,172,582 (13.73%) have abstained.

The chairman states for the record that the General Meeting of Shareholders has resolved to amend the Articles as proposed.

3. Questions and answers

When the chairman asks whether there are any more questions, Mr Russ asks whether ARCADIS plans to split the shares. The chairman responds that this was also brought up at the General Meeting of Shareholders on 16 May, and that there was at that time, and is now, no reason to split the shares. If a major acquisition is to take place, the splitting of the shares may be an issue. It is too early to say anything about that now.

4. Adjournment

Since there are no further questions, Mr Schneider thanks those present for attending and adjourns the Meeting at 11.30 am and invites those present for lunch at the restaurant on the ground floor.

Put to record in Arnhem, 5 June 2007.

Dr F. Schneider
chairman

Mrs J.M. van Bergen-van Kruijsbergen
secretary