

A photograph of a woman with long dark hair, wearing a black jacket, carrying a baby in a grey baby carrier. She is looking down at her smartphone. The background is a blurred city street with other people and buildings. On the left side of the image, there is a vertical orange bar.

Extraordinary General Meeting Arcadis N.V.

Wednesday 13 December 2023



**The extraordinary General Meeting
of Arcadis N.V. will be held on
Wednesday 13 December 2023
at 11am CET in the Symphony Offices,
Gustav Mahlerplein 3-117
in Amsterdam**

Agenda

- 1. Opening and notifications**
 - a. Opening
 - b. Notifications

- 2. Composition of the Supervisory Board**
 - a. Appointment of Ms. L.M. Morant (for resolution)
 - b. Appointment of Mr. P. de Wit (for resolution)

- 3. Any other business**

- 4. Closing**

Amsterdam, 20 October 2023

Executive Board
Arcadis N.V.
Gustav Mahlerplein 97
1082 MS Amsterdam
The Netherlands

Explanatory notes to the agenda of the extraordinary General Meeting of Arcadis N.V. (the ‘Company’)

Agenda item 2.a

Composition of the Supervisory Board; appointment of Ms. L.M. Morant (for resolution)

The Supervisory Board is submitting a non-binding nomination for the appointment of Ms. L.M. (Linda) Morant as member of the Supervisory Board. The Supervisory Board set the objective to find a candidate with thorough knowledge and understanding of digital technologies and transformation. Ms. Morant has over 20 years of experience working to drive transformation and growth in a wide range of sectors and international markets, including at BP, Microsoft and Nokia. She is currently the Chief Digital Officer at The Crown Estate in London. Ms. Morant will provide important oversight and challenge to Arcadis as it accelerates its internal digital transformation to increase productivity and knowledge sharing. In addition, she will provide valuable insight as the Company expands its software and data based services to clients.

The Supervisory Board proposes that Ms. Morant be appointed as a member of the Supervisory Board immediately after this extraordinary General Meeting. The appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2027 and any adjournment thereof. If appointed, Ms. Morant will become a member of the Sustainability Committee and a member of the Remuneration Committee.

Ms. Morant complies with the independence criteria of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board. She also complies with the statutory regime limiting the number of supervisory positions that may be held by members of the Supervisory Board under the Dutch Civil Code.

An important objective with respect to the composition of the Supervisory Board is to have a variation of age, gender or gender identity, expertise, experience, (cultural) background, and nationality. These aspects were taken into consideration in the search for a new Supervisory Board member. At the same time, the first priorities when considering candidates to fill vacancies in the Supervisory Board remain quality, expertise and experience.

Candidate details for the proposed appointment in accordance with section 2:142.3 of the Dutch Civil Code are:

Name	Linda Michele Morant (1963)
Nationality	American
Current position	<ul style="list-style-type: none"> Chief Digital Officer, The Crown Estate, London, UK, September 2022 – present
Previous positions include	<ul style="list-style-type: none"> Non-executive Director, Biffa Waste Management, UK, December 2021 – February 2023 Non-executive Director, Autino Ltd. & Autino Holdings, London, UK, October 2017 - January 2020 Vice President, Downstream Digital, British Petroleum, UK, April 2007- April 2020 Various roles within Microsoft Corporation, May 2011 – April 2017 Various roles within Nokia & Nokia Siemens Networks, March 2001 – May 2011
Arcadis N.V. shares and/or options	None

Agenda item 2.b

Composition of the Supervisory Board; appointment of Mr. P. de Wit (for resolution)

The Supervisory Board is submitting a non-binding nomination for the appointment of Mr. P. (Peter) de Wit as member of the Supervisory Board. The Supervisory Board set the objective to find a candidate with extensive international strategy consulting experience who can help coach, develop and challenge Arcadis leadership on a wide range of topics, including sustainability strategy, large scale performance transformation and digital intelligence. Mr. De Wit spent over 20 years in leadership roles at McKinsey in Amsterdam, where he is currently a Senior Board Counselor. His experience in leading a large people-driven organization and advising boards and businesses worldwide will greatly benefit Arcadis. Mr. De Wit will counsel and challenge Arcadis in its efforts to develop more strategic relationships with its large clients in their efforts to accelerate their paths to Net Zero.

The Supervisory Board proposes that Mr. De Wit be appointed as a member of the Supervisory Board immediately after this extraordinary General Meeting. The appointment will be for a period of four years and will continue through the end of the annual General Meeting in 2027 and any adjournment thereof. If appointed, Mr. De Wit will become a member of the Audit & Risk Committee and a member of the Selection Committee.

Mr. De Wit complies with the independence criteria of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board. He also complies with the statutory regime limiting the number of supervisory positions that may be held by members of the Supervisory Board under the Dutch Civil Code.

An important objective with respect to the composition of the Supervisory Board is to have a variation of age, gender or gender identity, expertise, experience, (cultural) background, and nationality. These aspects were taken into consideration in the search for a new Supervisory Board member. At the same time, the first priorities when considering candidates to fill vacancies in the Supervisory Board remain quality, expertise and experience.

Candidate details for the proposed appointment in accordance with section 2:142.3 of the Dutch Civil Code are:

Name	Peter de Wit (1963)
Nationality	Dutch
Current positions	<ul style="list-style-type: none"> Senior Board Counselor, McKinsey & Company, Amsterdam, the Netherlands, September 2022 - present <p>Supervisory/non-executive directorships</p> <ul style="list-style-type: none"> Founder and Chair of the Board, MiekFoundation, Amsterdam, the Netherlands, June 2018 - present Board Member, Aliaxis, Brussels, Belgium, May 2022 - present Member of the Supervisory Board, Royal De Heus, Ede, the Netherlands, May 2022 - present Member of the Supervisory Board, 100WEEKS foundation, Amsterdam, the Netherlands, March 2023 - present Chair of the Supervisory Board, Koninklijk Theater Carré, Amsterdam, the Netherlands, May 2023 - present
Previous positions include	<ul style="list-style-type: none"> Various leadership roles, most recently Senior Partner and Member Shareholders Council, McKinsey & Company, Amsterdam, the Netherlands, 1995 - 2022 Commercial Manager, Cargill, Amsterdam, the Netherlands, 1987 - 1995
Arcadis N.V. shares and/or options	None

Voting Instructions

The extraordinary General Meeting ('EGM') of Arcadis N.V. (the 'Company') will be held on **Wednesday 13 December 2023 at 11am CET** in the auditorium of the Symphony Offices, Gustav Mahlerplein 3-117 in Amsterdam.

Record date

The holders of ordinary shares entitled to attend and/or vote at this EGM are those who, on Wednesday 15 November 2023 (the record date), have those rights and are registered as such in the registers designated for that purpose by the Executive Board.

Registration, attendance and voting

Starting Thursday 16 November 2023 holders of bearer shares wishing to attend the EGM may register their shares via www.abnamro.com/evoting. Registration must take place before Wednesday 6 December 2023 at 5.30pm CET. Intermediaries must submit a statement to ABN AMRO ultimately on Thursday 7 December 2023 at 1.30pm CET identifying the number of shares registered for the EGM for each shareholder.

Holders of registered shares

An invitation to attend the EGM, including registration instructions, will be sent to all holders of registered shares.

Voting instructions independent third party

Shareholders who are unable to attend the meeting and/or do not wish to cast their votes during the meeting, can cast their votes prior to the EGM via the ABN AMRO website designated for this purpose: www.abnamro.com/evoting, up to Wednesday 6 December 2023, 5.30pm CET. They thereby give their voting instructions to an independent third party: Intertrust Financial Services B.V.

If a shareholder is unable to give their voting instructions electronically, these may also be given in writing. A form has been made available on the Company website for this purpose. This form must be completed and received by Intertrust Financial Services B.V. no later than Wednesday 6 December 2023 at 5.30pm CET (by mail: Intertrust Financial Services B.V., EDGE Amsterdam West, Basisweg 10, 1043 AP Amsterdam, the Netherlands, or by email: NL-Arcadis@intertrustgroup.com).

A proxy with voting instructions will be sent to the holders of registered shares. Here too, Intertrust Financial Services B.V. must receive the proxy no later than Wednesday 6 December 2023 at 5.30pm CET at the above (email) address. Should shareholders wish to designate a party other than Intertrust Financial Services B.V. as their proxy, they can also use the proxy form that the Company has made available on its website.

How to get there

Public transport

The Symphony Offices can easily be reached by public transport. The offices are at a two-minute walk from Amsterdam Zuid station, where trains, trams, metro, and buses stop.

Metro

- **From Amsterdam Sloterdijk station** take metro 50, direction Gein.
- **From Duivendrecht station** take metro 50, direction Isolatorweg.
- **From Amsterdam Central station** take metro 52, direction Station Zuid.

Train

- Take the train to Amsterdam Zuid station.
- Take exit 'Zuid', the station's south exit. You will arrive at a square, the Gustav Mahlerplein.
- Cross the square and the Gustav Mahlerlaan.
- The Symphony Offices are located across the Gustav Mahlerlaan.
- Take the second entrance on the Gustav Mahlerplein.
- The registration desk for the EGM will be on the first floor, by the entrance to the auditorium.

By car

From the A10 ring road south, take exit 9 Amsterdam Buitenveldert/Rivierenbuurt.

From Utrecht/Amersfoort

At the end of exit 9 turn left (follow the signs Zuidas). Take the first right (at the traffic lights) onto the De Boelelaan. For further instructions see bullets below.

From The Hague/Haarlem

- Go straight at the end of exit 9 (follow the signs Zuidas) and take the first left (at the traffic lights) onto the De Boelelaan.
- After approximately 700 meters turn right onto the Van Leijenberghlaan.
 - At the first traffic lights turn left onto the Gustav Mahlerlaan.
 - Take the second street on the left, the Leo Smitstraat, where you will find the access to the Q-park car park.
 - After parking your car follow the signs to 'Symphony Offices'.
 - The registration desk for the EGM will be on the first floor, by the entrance to the auditorium.

Scan QR code for location



Contact

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