

## Arcadis N.V. Remuneration Committee Charter

### Purpose

The Remuneration Committee (“**RemCo**”) is a committee of the Supervisory Board of Arcadis N.V. One of the functions of the RemCo is to establish and maintain competitive and fair remuneration policies for the Executive Board and the Supervisory Board of Arcadis N.V.

### Membership and Meetings

1. The RemCo members and its chairperson 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 chairperson 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 chairperson 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 chairperson.
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 Chairperson of the Executive Board and the Chief People Officer. The RemCo may ask other members of management to attend meetings of the RemCo in order to provide necessary and relevant information. The chairperson 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 Chief People Officer 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.
9. The Supervisory Board, within the scope of the Supervisory Board's responsibility, authorizes the RemCo to take care of the actions as set out below in this RemCo charter.

#### Remuneration policy Executive Board and Supervisory Board

10. The RemCo will prepare a clear and understandable proposal for the Supervisory Board concerning the remuneration policy for the Executive Board and the remuneration policy for the Supervisory Board, such policies to be adopted by the General Meeting. The proposal for both remuneration policies shall, in any event, take into consideration the following aspects:
  - (i) the company's strategy, long-term interests and sustainability;
  - (ii) the pay and employment conditions of the employees of the company;
  - (iii) the identity, mission and values of the company;
  - (iv) the level of support in society; and
  - (v) the shareholders' votes and views on the respective remuneration policy and the respective remuneration report since the most recent vote at the Annual General Meeting.

#### Remuneration policy Executive Board

11. The proposal for the remuneration policy for the Executive Board shall also take into consideration:
  - (i) the objectives of 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; and
  - (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.

#### Remuneration policy Supervisory Board

12. The proposal for the remuneration policy of the Supervisory Board shall also take into consideration:
  - (i) the time spent and the responsibilities of Supervisory Board members; and
  - (ii) in line with best practice provision 3.3.2 of the Code, members of the Supervisory Board may not be awarded remuneration in the form of shares and/or rights to shares.

#### Remuneration individual members of the Executive Board

13. The RemCo shall prepare a proposal concerning the remuneration of individual members of the Executive Board in accordance with the remuneration policy for the Executive Board, 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.

14. The RemCo shall 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, shall ask the members of the Executive Board to pay attention to the aspects referred to in best practice provision 3.2.1 of the Code.

Remuneration individual members of the Supervisory Board

15. The RemCo shall prepare a proposal concerning the remuneration of individual members of the Supervisory Board and its committee members in accordance with the remuneration policy for the Supervisory Board, for adoption by 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.

Remuneration reports Executive Board and Supervisory Board

16. The RemCo shall prepare the annual remuneration reports for the Executive Board and the Supervisory Board, for approval by the Supervisory Board. The remuneration reports comprise an explanation on how the respective remuneration policy was implemented in the most recent financial year. The remuneration reports contain, in any event, the elements as required by Book 2 of the Dutch Civil Code and, to the extent applicable, the Code. This includes an explanation on how the advisory vote of the General Meeting on the respective remuneration report has been taken into account. The remuneration reports will be published on the Arcadis website.

Variable remuneration

17. The RemCo shall 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 Executive Leadership Team, considering that inadequate performance of duties shall not be awarded;
  - (v) the granting of bonuses to members of the Executive Board and the Executive Leadership Team;
  - (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; and

- (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.

Remuneration of the Executive Leadership Team

- 18. The RemCo shall advise the Supervisory Board on the approval of the remuneration of members of the Executive Leadership Team (other than Executive Board members), as proposed by the Executive Board. The remuneration of the Executive Leadership Team will be based on similar principles as the remuneration policy for the Executive Board.

Other items

- 19. The RemCo shall ask the advice of internal and external experts or conduct or authorize investigations on matters within the competence of the RemCo.
- 20. The RemCo shall address any other items and actions delegated to it by the Supervisory Board.

**Review and reporting procedures**

- 21. 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 on 12 February 2020.