

ARCADIS N.V. REMUNERATION POLICY SUPERVISORY BOARD

Objectives

The remuneration policy for members of the Supervisory Board of Arcadis N.V. ('Arcadis' or the 'Company') should serve to attract, motivate and retain diverse Supervisory Board members of the highest caliber in order to support and oversee the execution of our ambitious business strategy.

Remuneration elements

The remuneration of the members of the Supervisory Board consists of a fixed fee and an attendance fee. Given the nature of the responsibilities of the Supervisory Board, the remuneration is not tied to the performance of the Company and therefore includes fixed compensation only. In line with the Dutch corporate governance code, the members of the Supervisory Board will not be rewarded in equity-based compensation.

Labor market reference

The annual remuneration levels for the Supervisory Board are based on a benchmark analysis against the median of the following 16 Dutch headquartered companies with significant international activities.

Dutch headquartered companies with significant international activities¹

Randstad (NL)	SBM Offshore (NL)
AkzoNobel (NL)	Aalberts Industries (NL)
DSM (NL)	Fugro (NL)
BAM (NL)	Refresco (NL)
KPN (NL)	Vopak (NL)
Wolters Kluwer (NL)	TKH Group (NL)
PostNL (NL)	Brunel (NL)
Boskalis (NL)	TomTom (NL)

Total compensation

The following fixed annual fees are applicable:

	Supervisory Board	AARC	ASC/RemCo (combined membership)
Chairperson	€ 85,000	€ 12,000	€ 10,000 ²
Member	€ 58,000	€ 8,000	€ 7,000

AARC = Arcadis Audit and Risk Committee

ASC = Arcadis Selection Committee

RemCo = Remuneration Committee

Attendance fee

The following attendance fees are applicable for members of the Supervisory Board:

- € 2,500 for every visit for meetings that take place outside of the Supervisory Board member's country of domicile and does not involve intercontinental travel; or
- € 4,000 for every visit for meetings that involve intercontinental travel; and
- No attendance fee is paid if the meeting takes place in the Supervisory Board's member's country of domicile.

¹ Changes to the reference group may be required from time to time e.g. following mergers or acquisitions in which one or more companies in the reference group are involved.

² This includes the fee for the membership of the Committee where the Chairperson is not functioning as Chairperson.

Share ownership

Any share ownership of (privately acquired) Arcadis shares by the SB member is meant as a long-term investment.

Other committees

As is deemed necessary, the Supervisory Board may decide to introduce additional committees. The annual fixed fee for such additional committee membership(s) will be dependent upon the expected number of committee meetings per annum (€ 2,000 per meeting for the chairperson, with a maximum fixed annual fee of € 8,000; and € 1,500 per meeting for a member, with a maximum fixed annual fee of € 6,000).

Members of the Supervisory Board participating in more than two committees, will only be compensated for their membership of the two committees with the highest fees. The combined membership of the Remuneration Committee and ASC is considered one committee membership for the purpose of remuneration.

Other information

The Company will not grant any loans, advances or guarantees to Supervisory Board members. Arcadis provides Supervisory Board members with an indemnification for costs and expenses from and against claims, actions or lawsuits related to actions and/or omissions in their function as Supervisory Board Member of Arcadis.

In accordance with best practice provision 2.2.2 of the Corporate Governance Code, a Member of the Supervisory Board shall be appointed for a period of four years and shall thereafter be eligible for re-appointment for another four-year period. The SB member may then subsequently be re-appointed for a period of two years, which appointment may be extended by at most two years.

The engagement does not include any severance, claw-back or change of control provisions.

Adoption, revision of and deviation from this Policy

Adoption / revision

The Remuneration Committee submits a proposal for the remuneration policy to the Supervisory Board (such policy to be adopted by the General Meeting). In their preparation of the remuneration policy, the Remuneration Committee takes into careful consideration the Company's identity, mission and values, the level of support of society and the time spent and the responsibilities of the members of the Supervisory Board. The level of support of society is assessed via a stakeholder analysis, which looks at the opinions of clients, suppliers, shareholders and investors and employees and relevant non-governmental organizations.

This remuneration policy was adopted by the General Meeting in May 2020 to align with the Dutch implementation of the European Shareholder Rights Directive. The remuneration policy for members of the Supervisory Board of Arcadis is, in principle, reviewed at least every four years by the RemCo at the instruction of the Supervisory Board.

The Remuneration Committee submits a proposal for revision of the remuneration policy to the Supervisory Board (such revisions to be adopted by the General Meeting). If the General Meeting does not approve any proposed amendments to the remuneration policy, the Company shall continue to remunerate in accordance with the existing approved remuneration policy and shall submit a revised policy for approval at the subsequent General Meeting.

Deviation

In exceptional circumstances only, the Supervisory Board, as advised by the Remuneration Committee, may decide to temporarily deviate from this policy. At this moment, no exceptions are considered.