

Arcadis N.V. Annual General Meeting 2021

Type of meeting	AGM
Company:	Arcadis
Date	14:00h CET, April 27 th , 2021
Location	Virtual Shareholder Meeting
Speaker	Robert Dykstra (Robeco)
Opt-in members	N.A.
Attendance AGM	76 % of stock of outstanding stock represented

		Result (%)	
Agenda items	Vote	For	
4a. Accounts and Reports	For	100%	
4b. Allocation of Profits/Dividends	For	97.4%	
5a. Ratification of Management Board Acts	For	98/3%	
5b. Ratification of Supervisory Board Acts	For	98.3%	
6. Appointment of Auditor	For	100%	
7a. Remuneration Report Management Board	For	98.5%	
7b. Remuneration Report Supervisory Board	For	100%	
8. Remuneration Policy Management Board	For	97.3%	
9. Elect Peter Oosterveer to the Management Board	For	100%	
10a. Elect Carla Mahieu to the Supervisory Board	For	99.6%	
10b. Elect Nicolaas W. Hoek to the Supervisory Board	For	98.6%	
10c. Elect Wee Gee Ang to the Supervisory Board	For	98.0%	
11a. Authority to Issue Shares w/ Preemptive Rights	For	74.3%	
11b. Authority to Issue Scrip Dividends	For	100%	
11c. Authority to Suppress Preemptive Rights	Against	61.8%	
12. Authority to Repurchase Shares	For	100%	
13. Cancellation of Shares	For	100%	

Agenda Item 1 - Opening

COVID-19 impact

We would like to acknowledge Arcadis' response to the challenging circumstances imposed by COVID-19 throughout the last year. We appreciate that Arcadis has made health and safety an important priority in these times and has even managed to embark on a new strategy throughout this period. Nonetheless, we have the following questions:

- Last year the effects of the pandemic were still uncertain. After a year of dealing with these circumstances can you explain how COVID-19 has impacted the business and specifically the capital allocation priorities for both the short and long term?

We (all) have learned a lot since the start of the pandemic, but one thing which is very clear is that our business and our business model is extremely resilient against these types of shocks. And whereas there is obviously light at the end of the tunnel, we are clearly not out of this pandemic yet. With this still looming uncertainty we will remain cautious and prudent with regards to our capital allocation, even though our priorities are very clear and are certainly not negatively impacted by covid-19.

Board Composition

- We welcome the new additions to the supervisory board . Are there any skillsets currently still sought after that would enhance the board's oversight of the new strategy – especially the components of digitalization and sustainability?

We believe that we have a very strong, experienced, and well qualified Supervisory Board, which for one year now also includes a separate Sustainability Committee. Any additional and/or specific experience to potentially be added in the future would likely include the Digitalization and even more specific, the cybersecurity area.

- It is considered best practice to disclose the individual attendance records for supervisory board members. Does Arcadis intend to disclose these records if meetings were not fully attended by board members?

The attendance percentage of the SB meetings in 2020 was 98% and we also report the attendance percentage for every sub-committee in the annual report. We will consider adding the individual attendance records over 2021.

Sustainability Strategy

- Sustainability is clearly at the core of Arcadis, and we see this reflected in the new remuneration policy which uses the Sustainalytics score to determine a portion of variable pay. How will remuneration be linked to Arcadis' sustainability performance in the future, when the Sustainalytics score will no longer be used (2023)? We encourage Arcadis to incorporate more concrete sustainability targets that are relevant to the business. Which sustainability issues do you see as most relevant components for management remuneration?

Considering the fast pace of developments in the field of Sustainability and to ensure that the Supervisory Board can continue to apply a best-in-class measurement method to this performance criterion, the Supervisory Board proposes to remove the reference to a specific measurement method from the remuneration policy. The measurement method selected will be externally validated and will be selected to align with the Company's strategy to create impact through sustainable solutions. For 2021, the Supervisory Board will maintain the Company's Sustainalytics score as measurement method for the performance criterion Sustainability. Any change to the measurement method for the performance criterion Sustainability will be disclosed in Q1 of the relevant performance year, in the remuneration report relating to the previous financial year.

Designation of the Executive Board as the body authorized to limit or exclude pre-emptive rights (agenda item 11c)

- The Executive Board asks for an authorization to limit or exclude pre-emptive rights for the issuance of new shares up to 20% of the issued capital. This is

higher than market practice in the Netherlands (10%). Can you explain why the company needs to deviate from market practice? Why will the company not choose for a rights issue if the company is in need of new equity capital higher than 10% of the issued capital?

The principle of exclusion from pre-emptive rights when shares are issued is standard practice Existing shareholders are granted a contractual pre-emptive right instead of the statutory pre-emptive right, in order to prevent certain prospectus obligations from being applicable, especially abroad. This percentage is linked to agenda item 11a.