

Arcadis Annual General Meeting 2026

Type of meeting	Annual General Meeting (AGM)
Datum	14:00h CET, May 20, 2026
Locatie	Van der Valk Amsterdam Zuidas, Tommaso Albinonistraat 200
Speaker	Lucas van Beek (Robeco)
Attendance AGM	82.19% of outstanding share capital

Item	Proposal Text	Vote Decision	Vote Result
1.	Opening and notifications	Non-voting	
2.	Report by the Supervisory Board on financial year 2025	Non-voting	
3.	Report by the Executive Board on financial year 2025	Non-voting	
4.	2025 financial statements and dividend	Non-voting	
4a	Adoption of the 2025 Financial Statements	For	99,78%
4b	Dividend over financial year 2025	For	100%
5a	Discharge of the members of the Executive Board	For	97,38%
5b	Discharge of the members of the Supervisory Board	For	97,39%
6a	Appointment of external auditor to audit the 2027 Financial Statements	For	99,99%
6b	Appointment of external auditor to provide limited assurance on the 2027 sustainability statement	For	99,99%
7.	Compliance with the Dutch Corporate Governance Code 2025	Non-voting	
8a	Remuneration report Executive Board 2025	For	96,53%
8b	Remuneration report Supervisory Board 2025	For	98,84%
9.	Composition of the Executive Board; appointment of Ms. H.L. Polinsky	For	99,96%
10a	Composition of the Supervisory Board; Reappointment of Mr. M.C. Putnam	For	95,47%
10b	Composition of the Supervisory Board; Appointment of Mr. C.G. Trowell	For	96,56%
10c	Composition of the Supervisory Board; Announcement of vacancies arising after the next annual General Meeting	Non-voting	
11a	Designation of the Executive Board as the body authorized to grant or issue (rights to acquire) ordinary shares and/or cumulative financing preference shares	For	99,46%
11b	Designation of the Executive Board as the body authorized to limit or exclude pre-emptive rights	For	98,47%
12.	Authorization to repurchase Arcadis N.V. shares	For	99,59%
13.	Cancellation of ordinary Arcadis N.V. shares	For	99,97%
14.	Any other business	Non-voting	
15.	Closing	Non-voting	

Item 2: Report by the Supervisory Board on financial year 2025

Chair, members of the Board, fellow shareholders,

My name is Lucas van Beek and I work for Robeco, an institutional asset manager with over EUR 300 billion in assets under management.

I would like to start by expressing our appreciation for the constructive and open dialogue we continue to have with Arcadis. We value the company's willingness to engage on governance, strategy, and sustainability topics and to provide transparency throughout the year.

We would also like to thank the members of the Supervisory Board who are stepping down at this AGM for their dedication and contribution to the company over the years.

The Supervisory Board report states one of the three principal areas of focus for the year in review regarded technology. In particular, we note the emphasis on the standardization and automation of internal processes, which we see as an important enabler of efficiency and client delivery.

At the same time, the challenges surrounding the ERP implementation in North America, which resulted in a revenue correction, underline the material impact that large transformation programs can have on financial reporting and operational performance.

In earlier dialogue, management described the incident as a "perfect storm" of multiple simultaneous developments, including leadership changes, auditor rotation, market headwinds, and a large system implementation.

While we acknowledge management's statement, this also raises important questions regarding the role of the Supervisory Board and particularly the Audit and Risk Committee in monitoring such risks in real time.

Questions:

1. Could the Supervisory Board, and in particular the Audit & Risk Committee, reflect on how the ERP-related issues were monitored while they were unfolding, rather than after the fact?

The Chair of the Audit and Risk Committee stated that the issues related to the ERP implementation in North America emerged over the course of 2025. After the second quarter, the Board noted revenue recognition issues in Canada, after which it started to monitor the issue with a detailed review of contracts conducted towards the fourth quarter.

2. Which signals or escalation mechanisms were available at the time, and what lessons have been learned to strengthen oversight of similar transformation programs going forward?

The company indicated that the ERP rollout required a significant degree of manual intervention, while local financial management faced difficulties adapting to the new system. In response, the company acknowledged that lessons have been learned and emphasized that future system implementations will include additional safeguards. In particular, a dual oversight model will be implemented, whereby responsibility will not

only reside with local teams but will also include an additional layer of supervision at group level. This is intended to strengthen early detection of issues and ensure more consistent monitoring across regions.

3. As 2025 was characterized by significant changes in the leadership team of Arcadis, could the Chair reflect on how the Supervisory Board ensured continuity, stability, and effective oversight during this period of transition? And were any additional measures introduced to safeguard execution and risk management during this time?

The Chair indicated that, in light of the leadership changes, commercial and operational challenges during 2025, the Supervisory Board increased the intensity and frequency of its engagement with management. From mid-2025 onwards, the Supervisory Board held frequent, almost weekly, interactions with the Executive Board. This enhanced level of engagement with the CEO and CFO was aimed at ensuring continuity in the company's strategic direction and securing timely reporting on key developments. The Board emphasized that this more active involvement supported stability and oversight during the transition period.

Item 3: Report by the Management Board on financial year 2025

The annual report describes 2025 as a mixed year.

On one hand, Arcadis continues to demonstrate strong positioning in high-growth markets such as water, energy transition, infrastructure, and data centers, supported by structural demand and the Key Clients program.

On the other hand, performance was impacted by a combination of factors, including weaker market conditions in certain sectors, delays in client investments, and operational challenges. Moreover, we note management's own reflection that there had been a loss of commercial focus in certain areas, followed by a strategic reset.

Encouragingly, we see that management has taken decisive steps to address these challenges, including strengthening accountability, and enhancing forecasting and commercial discipline.

Questions:

1. Could the CEO elaborate on her key priorities for 2026, and in particular, what concrete actions have already been taken since assuming the role?

The CEO indicated that 2026 is focused on restoring operational performance, strengthening execution, and reinforcing accountability across the organization. Initial actions have centered on enhancing forecasting processes, and clarifying roles and responsibilities within the business. In addition, management highlighted a renewed emphasis on commercial focus and client delivery, supported by improved incentive schemes and financial discipline.

2. Looking ahead, 2026 is positioned as a year of transition, with a clear focus on restoring performance, simplifying operations, and strengthening margins. How will the Executive Board ensure that the renewed focus on commercial discipline and

accountability is effectively embedded throughout the organization, and how do you intent to manage potential challenges that may arise in aligning teams with this shift?

Management explained that embedding commercial discipline and accountability is a key priority for the organization. This is being supported through clearer performance expectations, strengthened management controls, and closer monitoring of operational execution.

The company acknowledged that aligning teams globally may present challenges, but emphasized that ongoing communication, leadership engagement, and reinforced governance structures are intended to support this transition. Moreover, management shared that the company's internal employee engagement survey showed employees welcome the strategic initiative focusing on commercial discipline and accountability.

3. Lastly, could the Supervisory Board reflect on how it intends to be involved in overseeing this transition? In particular, how will the Board monitor and assess management's progress in embedding this renewed focus on commercial discipline and accountability across the organization?

The Supervisory Board indicated that it will remain closely involved in overseeing the execution of the company's transition plans. This includes regular interactions with management, as well as continued monitoring of operational and financial performance. Moreover, the Board emphasized that it will assess progress through structured reporting and will maintain a focus on key areas such as commercial discipline, risk management, and execution.

Thank you, the combination of strong fundamentals and a renewed management focus provides a solid foundation to materialize on opportunities in the future. We look forward to continuing our engagement dialogue with Arcadis.