

Extraordinary General Meeting Arcadis N.V.

Thursday 10 July 2025



Amsterdam, 28 May 2025

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

The extraordinary General Meeting of Arcadis N.V.
will be held on Thursday 10 July 2025
at 12.30pm CET in the Symphony Offices,
Gustav Mahlerplein 3 in Amsterdam

Agenda

1. **Opening and notifications**
 - a. Opening
 - b. Notifications
2. **Composition of the Supervisory Board**
Appointment of Mr. R.A.J. Swaak (for resolution)
3. **Any other business**
4. **Closing**



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

Agenda item 2

**Composition of the Supervisory Board;
appointment of Mr. R.A.J. Swaak**
(for resolution)

The Supervisory Board is submitting a non-binding nomination for the appointment of Mr. R.A.J. (Robert) Swaak as member of the Supervisory Board.

At the end of the annual General Meeting of 2026, Deanna Goodwin’s third term comes to an end, and she has informed the company that she is not available for reappointment for a fourth term. The Supervisory Board set the objective of finding a successor who has outstanding financial expertise and a proven track record in financial management, governance, and risk management; a candidate who can chair the Audit and Risk Committee. Mr. Swaak’s extensive experience in auditing and risk management, and his proven leadership in both corporate and financial sectors make him a strong candidate for this role.

Having most recently served as the CEO of ABN AMRO, Mr. Swaak played a pivotal role in streamlining the bank’s operations while embedding sustainability at the heart of its strategy. His efforts to align financial performance and client-centric focus with environmental, social, and governance (ESG) principles resonate strongly with Arcadis’ mission to improve quality of life by delivering sustainable solutions for natural and built assets.

Prior to ABN AMRO, Mr. Swaak held several senior leadership roles at PwC, including Global Relationship Partner and CEO of PwC Netherlands. During his tenure, he gained extensive experience in governance, corporate transformation, and stakeholder engagement, all of which are critical for overseeing Arcadis’ strategic ambitions.

The Supervisory Board proposes that Mr. Swaak 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 2029 and any adjournment thereof. If appointed, Mr. Swaak will become a member of the Audit and Risk Committee, the Sustainability Committee and the Remuneration Committee. He will succeed Ms. Goodwin as Chair of the Audit and Risk Committee upon her retirement in 2026.

In line with Dutch law, an important objective with respect to the composition of the Supervisory Board of Arcadis N.V. 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 and foremost priorities when considering candidates to fill vacancies in the Supervisory Board remain quality, expertise and experience.

Mr. Swaak 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.

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

Name	Robert A.J. Swaak (1960)
Nationality	Dutch
Arcadis N.V. shares and/or options	None
Current supervisory/ non-executive directorships	<ul style="list-style-type: none">• Member of the Board, Vereniging Effecten Uitgevende Ondernemingen 'VEUO' (Dutch Association of Listed Companies)• Chair of the Supervisory Council, Stichting Paleis Het Loo• Member of the Board, Stichting Amerika-Europese Gemeenschap (American-European Community Association (Netherlands))• Member of the Advisory Board, IRCC (Integrated Reporting and Connectivity Council) of the IFRS Foundation• Member of the Board, Stichting Nationaal Fonds 4 en 5 mei• Chair of the Supervisory Council, the Netherlands Bach Society
Previous positions	<ul style="list-style-type: none">• Chief Executive Officer, ABN AMRO Bank N.V., Amsterdam, The Netherlands, April 2020 – April 2025• Various roles at PricewaterhouseCoopers, including:<ul style="list-style-type: none">- Global Relationship Partner, Member Global Sustainability Board and Contracting Officer, July 2017 – Jan 2020- Vice Chair Global Clients & Markets, July 2013 – July 2017- CEO PricewaterhouseCoopers The Netherlands, October 2008 – June 2013- Member Strategy Council International Network, October 2008 – June 2013- Member Executive Leadership Team Central Cluster, October 2008 – June 2013- Member of the Board of Management (CFO, COO, Human Capital), 2006 – 2008



Voting Instructions

The extraordinary General Meeting ('**EGM**') of Arcadis N.V. (the '**Company**') will be held on Thursday 10 July 2025 at 12.30pm CET in the auditorium of the Symphony Offices, Gustav Mahlerplein 3 in Amsterdam.

Record date

The holders of ordinary shares entitled to attend and/or vote at this EGM are those who, on Thursday 12 June 2025 (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 Friday 13 June 2025, holders of bearer shares wishing to attend the EGM may register their shares via www.abnamro.com/evoting. Registration must take place before Thursday 3 July 2025 at 5.30pm CET. Intermediaries must submit a statement to ABN AMRO ultimately on Friday 4 July 2025 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 Thursday 3 July 2025, 5.30pm CET. They thereby give their voting instructions to an independent third party: CSC Financial Services (Netherlands) B.V.

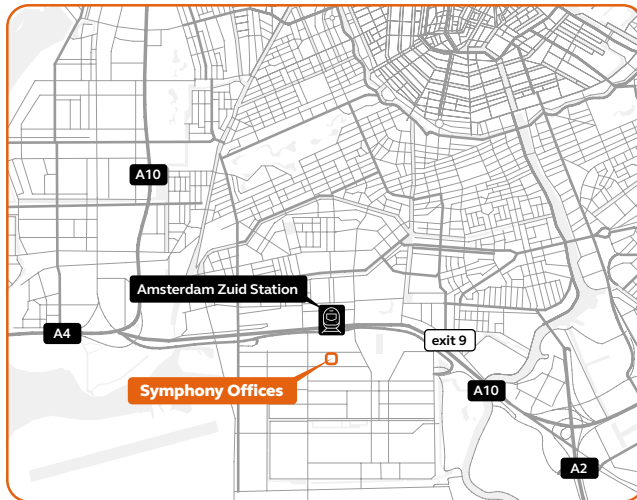
If a shareholder is unable to give their voting instructions electronically, these may also be given in writing. A [form](#) has been made available on the Company website for this purpose. This form must be completed and received by CSC Financial Services (Netherlands) B.V. no later than Thursday 3 July 2025 at 5.30pm (by mail: CSC Financial Services (Netherlands) B.V., EDGE Amsterdam West, Basisweg 10, 1043 AP Amsterdam, the Netherlands, or by email: NL-Arcadis@cscglobal.com).

A proxy with voting instructions will be sent to the holders of registered shares. Here too, CSC Financial Services (Netherlands) B.V. must receive the proxy no later than Thursday 3 July 2025 at 5.30pm CET at the above (email) address. Should shareholders wish to designate a party other than CSC Financial Services (Netherlands) 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

Symphony Offices

Gustav Mahlerplein 3, Amsterdam



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.

By metro

- Take the metro to Amsterdam Zuid station (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).
- 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 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.
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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 codes below for:

Q-park Symphony



Symphony Offices





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