

ARCADIS WHISTLEBLOWERS' PROCEDURE

1. Definitions

In these rules the following terms shall have the following meanings:

- **ARCADIS Audit Committee:** the Audit Committee of the ARCADIS' Supervisory Board;
- **ARCADIS' Executive Board:** the Executive Board of the Company;
- **ARCADIS' Supervisory Board:** the Supervisory Board of the Company;
- **Company:** the public limited liability company ARCADIS N.V.;
- **ARCADIS Compliance Officer:** the Corporate Director Human Resources (who is the Chief Compliance Officer) or the Company Secretary (who is Compliance Counsel), at the Company's headquarters in Arnhem, the Netherlands;
- **Employee(s):** person(s), employed or otherwise working for the Company or any of its group companies;
- **Immediate Supervisor:** the person directly managing the Employee concerned;
- **Local Compliance Officer:** the Human Resource Director in the group company where the employee is employed, will act as the Local Compliance Officer;
- **Suspected Irregularity:** a suspicion based on reasonable grounds with regard to the Company and in connection with:
 - a. questionable accounting or auditing matters;
 - b. a(n) (imminent) criminal offence;
 - c. a(n) (imminent) violation of laws and regulations;
 - d. an (imminent) intentional provision of incorrect information to public bodies;
 - e. a violation of the ARCADIS General Business Principles; or
 - f. an (imminent) intentional suppression, destruction or manipulation of information regarding or relating to any suspicion referred to above under a. up to and including e.

2. Procedure

- 2.1 Unless an exception applies as referred to in article 3.1, Employees shall report Suspected Irregularities internally to their Immediate Supervisor and/or the Local Compliance Officer. If they consider reporting to these persons inappropriate, they shall report to the ARCADIS Compliance Officer. They may also report to the ARCADIS Compliance Officer in addition to the Immediate Supervisor and/or the Local Compliance Officer.
- 2.2 Reports concerning a Suspected Irregularity should have sufficient detail so that prompt investigation (and, if necessary, corrective actions) can be taken.

- 2.3 The Immediate Supervisor and/or the Local Compliance Officer, or the ARCADIS Compliance Officer shall send a confirmation of receipt to the Employee who recorded the Suspected Irregularity. They may require that the Employee provides a written report concerning the Suspected Irregularity.
- 2.4 The Immediate Supervisor and/or the Local Compliance Officer, or the ARCADIS Compliance Officer, shall procure that the chairman of the ARCADIS' Executive Board shall be informed immediately of a Suspected Irregularity and of the date on which it was reported, and shall procure that the chairman of the ARCADIS' Executive Board receives a copy of the Employee's report.¹
- 2.5 After acceptance of the report, the chairman of the ARCADIS' Executive Board shall send a confirmation of receipt to the Employee who reported the Suspected Irregularity. This shall also apply where the Employee has reported his/her suspicions to the ARCADIS Compliance Officer rather than his/her Immediate Supervisor and/or the Local Compliance Officer.
- 2.6 Immediately after receipt of the Employee's report, the ARCADIS' Executive Board shall start an investigation into the Suspected Irregularity. The investigation conducted by or on behalf of the ARCADIS' Executive Board, shall be conducted without revealing the identity of the Employee who has reported the Suspected Irregularity.

3. Reporting to the ARCADIS Audit Committee

- 3.1 The Employee may report the Suspected Irregularity directly to the ARCADIS Audit Committee, if:
- a. he disagrees with the point of view referred to in article 4.1;
 - b. he has not been informed of a position of the ARCADIS' Executive Board, within the requisite period, as referred to in articles 4.1 and 4.2;
 - c. the period as referred to in article 4.2 is, given all circumstances, unreasonably long and the chairman of the ARCADIS' Executive Board has been requested in writing by the Employee to determine a shorter, reasonable period, but such period has not been granted within a reasonable time;
 - d. the Suspected Irregularity concerns an ARCADIS' Executive Board member;
 - e. the Suspected Irregularity relates to questionable accounting or auditing matters or material fraudulent acts; or
 - f. an exceptional situation applies, which is the case when:
 - a. the Employee has reasonable grounds to fear that an internal report would lead to countermeasures; and/or
 - b. a previous, duly submitted, internal report about essentially the same irregularity exists, which has not removed the irregularity.
- 3.2 The report shall be submitted in writing to the ARCADIS Audit Committee. Reports that do not include motivation are not eligible for consideration.
- 3.3 The ARCADIS Audit Committee shall discuss the report with the Employee, and on request make a written record of the matters discussed.
- 3.4 The ARCADIS Audit Committee shall procure that the chairman of the ARCADIS' Supervisory Board shall be informed immediately, and shall procure that the chairman of the ARCADIS' Supervisory Board receives a copy of the Employee's report. At the discretion of the ARCADIS

¹ It is also possible to install a committee which investigate the suspected irregularities. In that case the chairman of the Executive Board will immediately send the employee's report to this committee.

Audit Committee, the Employee's report may be forwarded to the chairman of the ARCADIS' Executive Board and the Chief Financial Officer.

- 3.5 The ARCADIS' Audit Committee shall send a confirmation of receipt to the Employee who reported the Suspected Irregularity.
- 3.6 Immediately after receipt of the Employee's report, the ARCADIS' Audit Committee shall start an investigation into the Suspected Irregularity. The investigation conducted by or on behalf of the ARCADIS' Audit Committee, shall be conducted without revealing the identity of the Employee who has reported the Suspected Irregularity.

4. Timeframe, Records and Address

- 4.1 Within eight weeks from his report, the Employee shall be informed in writing, by or on behalf of the chairman of the ARCADIS' Executive Board or the ARCADIS Audit Committee (depending to whom the Employee has reported) their position with regard to the Suspected Irregularity and, if applicable, the action taken as a consequence of the Employee's report.
- 4.2 If no position as meant in article 4.1 can be given within eight weeks, the Employee shall be notified thereof and be given an indication as to when he/she will be informed of the position.
- 4.3 The Company shall keep records of reported Suspected Irregularities for a period of no less than 7 years.
- 4.4 The address to send information to the ARCADIS' Executive Board, the ARCADIS Audit Committee or the ARCADIS Compliance Officer is: *Postbox 33, 6800 LE Arnhem, the Netherlands.*

5. Confidentiality and Legal protection

- 5.1 Without prejudice to the articles 2.4 and 3.4, the Employee who has reported the Suspected Irregularity and the person to whom he has reported shall keep the report confidential. No information shall be provided to third parties in or outside the Company and its group companies without the consent of the chairman of the ARCADIS' Executive Board (article 2) or the ARCADIS Audit Committee (article 3). In providing information the name of the Employee shall not be disclosed and information shall otherwise be provided in such a manner as to safeguard where possible the anonymity of the Employee.
- 5.2 The position of Employees who, in good faith, have reported a Suspected Irregularity in accordance with these rules shall not be affected in any way as a result of the report.

6. Effective date

These rules shall take effect on 1 September 2006, and shall be posted on the website of ARCADIS N.V.