

GLOBAL SHARE PLAN

FREQUENTLY ASKED QUESTIONS (FAQ'S)



GLOBAL SHARE PLAN
Powered by Lovinklaan



All capitalized terms used, but not otherwise defined, herein are used as they are defined or used in the Global Share Plan ("GSP") and the Participation Agreement.

ABOUT SHARES

1 WHAT IS A SHARE?

If you own a share, you own a portion of a company. In the same way you can see your ownership of a company as a slice of pie, cut out of a bigger pie. Someone who owns one or more shares is called a shareholder. A share in the company gives you the right to vote on decisions affecting the company at the General Meeting of Shareholders. Shareholders may receive dividend (cash flows) if a company's Executive Board declares that the company has performed well and has enough profit to distribute to its shareholders. You can also call a share, 'equity' or 'stock'.

2 WHAT IS THE SHARE PRICE?

The share price is the price at which a particular share can be bought or sold. The share price is determined by the supply and demand at the stock exchange for a company's shares.

3 WHICH FACTORS CAN AFFECT THE SHARE PRICE?

When you have more buyers than sellers for a particular company's shares, share prices usually rise because these shares are in demand. When you have more sellers than buyers for a particular company's shares, share prices usually fall because there are more of these shares available. If a company is very profitable, a share in that company will become more valuable because more people think that it is a good investment. Factors such as economic and political events also influence share prices.

4 HOW CAN I CONTROL THE RISKS OF INVESTING IN SHARES?

Invest with money that you do not need in the short run and can afford to lose, i.e. your disposable income after all your day to day needs have been taken care of. Determine how long you are prepared to wait for a return on this investment and be patient. If a share does not perform you may need to review your strategy. Try to be committed to this investment objective. Always remember that you should invest for the long run, e.g.

have a 5 year investment objective. Although investing allows you to make a good profit you should also be aware of the risk of losing money in the short run.

Determine how much risk you want to take on, how much return (profit) you expect and if investing in shares meets your needs. Consult a stockbroker if you need additional advice.

5 WHAT IS THE RISK OF INVESTING?

Risk is the possibility of losing part or all of your initial investment or the likelihood of making a profit that is less than you anticipated.

6 HOW CAN I TRACK THE PERFORMANCE OF ARCADIS SHARES?

You can find the current stock price of Arcadis at NYSE Euronext on the Arcadis investors site (<http://ir.arcadis.com/>) along with historical stock price information. Like any other stock Arcadis' historical performance gives no guarantees about the performance in the future. As with all shares, there is no guarantee of how profitable the returns will be and they can go down as well as up.

7 ON WHICH STOCK EXCHANGE ARE ARCADIS SHARES TRADED?

Arcadis shares are traded on the NYSE Euronext Stock Exchange in Amsterdam under the symbol ARCAD.

8 AS A PARTICIPANT OF THE GSP, DO I RECEIVE (PRINTED) SHAREHOLDER CERTIFICATES?

No, as the shares under the Global Share Plan are managed in an online banking system, you will not receive printed shareholder certificates.

ABOUT THE GLOBAL SHARE PLAN

9 WHAT IS THE GLOBAL SHARE PLAN (GSP)?

The Global Share Plan is a share ownership plan through which employees can buy Arcadis shares

at a discounted price. The plan is run by Lovinklaan Foundation, the major shareholder of Arcadis, whose mission is to promote the continuity of Arcadis and the interest of its employees and to encourage employee ownership.

10 HOW DOES THE GSP WORK?

You can contribute any amount between 25 and 400 euros (or an equivalent in local currency) per month to purchase Arcadis shares at a 20% discount. Your local HR and payroll teams work together with the administrator bank of the GSP, to set up your payments which are drawn from your net salary each month. These monthly deductions are used to buy Arcadis shares at a 20% discount.

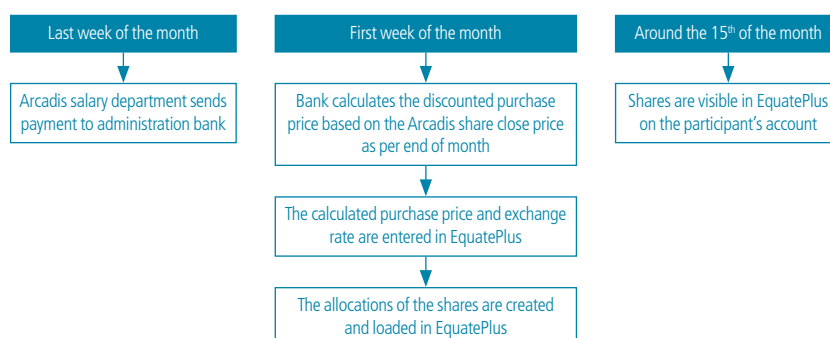
As Arcadis shares can only be bought in Euros, the deductions in your local currency (if relevant) are automatically converted into Euros. The price of your Arcadis shares is based on the market value on the last trading day of the month. Your monthly deductions (converted) into Euros and the share price then prevailing, taking into account the 20% discount, determine the number of shares that are purchased in your name.

You can view and manage your shares on an online account – EquatePlus – especially set up for the GSP. This process is visualised in the scheme below.

11 WHO CAN JOIN THE GLOBAL SHARE PLAN?

All permanent employees of Arcadis are eligible to participate in the GSP if they are employed as at the invitation date. This also includes part time workers and those on short term secondments, working internationally. In most countries / operating companies anyone new to Arcadis becomes eligible to join at any time during the year after passing their probation period.

Note: Due to the license of Equatex in Australia, there are restrictions to the number of participants. If any further information regarding these restrictions is required, the Lovinklaan secretariat (info@lovinklaan.nl) will be happy to answer your questions.



12 HOW CAN I JOIN THE GLOBAL SHARE PLAN?

To join the GSP you need to complete and sign a Participation Agreement and either post or scan and email it to your HR department. The HR and Payroll teams will then arrange for the necessary deductions to be made from your net pay.

13 WHEN CAN I JOIN THE GSP?

After the enrolment period during the launch of the GSP in your country, you can join the GSP twice a year; in general in December and June. New employees can participate immediately. However, in your operating company it may be that joining the GSP is allowed after passing your probation period. To enrol you will have to fill in and sign the Participation Agreement and submit it to your local HR department.

14 AM I ABLE TO CHANGE MY MONTHLY CONTRIBUTION

Yes, in general there are two opportunities every year to change the amount you contribute, in December and June. You will just need to complete a 'Change of Deductions' form confirming any changes.

All forms and supporting information can be found on www.lovinklaan.com.

15 HOW CAN I LEAVE THE GLOBAL SHARE PLAN?

You are free to leave the GSP at any time by submitting the 'Discontinuation' form. If you leave the GSP voluntarily you will not be able to re-join the GSP for a minimum period of six months. After that time, you can re-join in either of the enrolment periods mentioned above, which are also open to first-time joiners.

When you leave the GSP voluntarily the blocking period of your shares remains unchanged. After one year all your shares will be free. At that moment you can no longer keep your shares on the GSP account and you will have to sell or transfer your shares to a private brokerage account. In that case, follow the instructions in question 35 and 36.

All forms and supporting information can be found on www.lovinklaan.com.

16 ONCE I HAVE BOUGHT SHARES, WHEN WILL I BE ABLE TO SELL THEM?

Once you have owned your shares for 12 months they become 'actionable', meaning you are able to sell or transfer them if you wish to. During the first 12 months the shares are "blocked shares" and cannot be sold or transferred. The dividend received on shares is automatically reinvested in shares. These shares are immediately actionable and there is no blocking period for them.

17 ARE THERE ANY RESTRICTIONS OR REGULATIONS TO BE OBSERVED IF I WANT TO SELL MY SHARES?

Please note that you if you belong to the designated group of Arcadis employees who are regarded as "general insiders" (in general: certain Arcadis executives

and employees of Arcadis NV) you are prohibited to sell or transfer your shares during the so called "closed periods". If you are a general insider you have received notification from Legal HQ.

Furthermore, any Arcadis employee, whether general insider or not, that has what is called "price sensitive information" (sometimes referred to as "insider knowledge") regarding Arcadis is prohibited from any sale or transfer unless and until the information is shared with the market.

Please check for detailed information and instructions the "Regulations regarding transactions in Arcadis securities" as well as the "Explanatory Notes on Statutory Rules on Insider Information" which can be found on the corporate Arcadis intranet (the Source). If you have any doubts or questions with regard to "insider information", please consult the Arcadis corporate legal department or compliance officer for more information.

18 WHEN WILL I RECEIVE A DIVIDEND ON THE SHARES I PURCHASE?

The Arcadis dividend is paid once a year after the General Meeting of Shareholders has taken place in May. The dividend is based on the Arcadis profit earned in the previous calendar year and needs approval of the General Meeting of Shareholders. The dividend will be paid on both blocked and actionable shares and will be used to purchase additional shares on your behalf.

19 IF I PURCHASE SHARES, HOW MUCH ADDITIONAL TAX WILL I PAY?

Please check the Tax Information Supplement for detailed information about the types of tax associated with the Global Share Plan.

20 WHAT HAPPENS TO MY SHARES IF I SPEND TIME AWAY FROM THE BUSINESS, E.G. ON SABBATICAL, MATERNITY OR PATERNITY LEAVE?

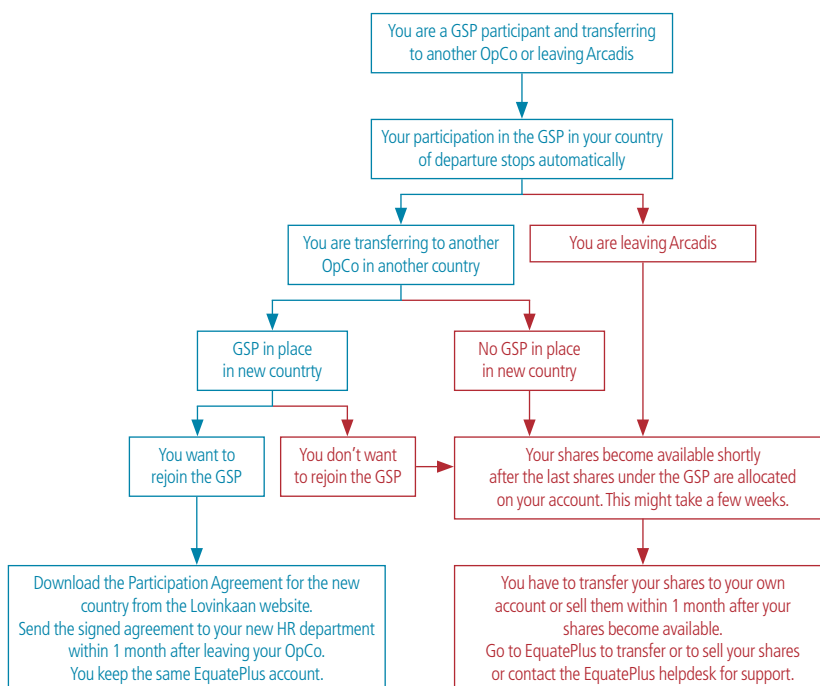
If you go away on paid leave and remain on Arcadis' payroll, there are no actions for you to take and your monthly Deductions will continue as normal. If you go on unpaid leave, you will become an "inactive" participant since no monthly Deductions will be made. If this status continues for a year, you will be obliged to discontinue your participation and sell or transfer your shares. In that case, follow the instructions in question 35 and 36.

21 WHAT HAPPENS TO MY SHARES IF I TRANSFER TO ANOTHER ARCADIS COMPANY OUTSIDE MY HOME COUNTRY?

If you move to another country, your participation in the GSP automatically discontinues. If you move to a country where the GSP is in place and you wish to renew your participation in the GSP, you will need to sign a new Participation Agreement and send it to your new HR department within one month after leaving your former Arcadis company. You will keep the same shares account.

If you move to a country with no GSP in place, your shares become available shortly after the last shares under the GSP are allocated to your account. Once this is the case, you will receive a request from Lovinklaan to sell or transfer your shares to your private brokerage account within one month. You can find instructions to do so in question 35 and 36. If you do not sell or transfer your shares when requested, your shares will be sold on your behalf and the proceeds minus any costs will be transferred to your bank account as specified in EquatePlus.

See also the scheme below.



22 WHAT HAPPENS TO MY SHARES IF I LEAVE ARCADIS?

When you leave Arcadis your shares become available shortly after the shares that have been bought with your last contribution are allocated on your account. Once this is the case, you will receive a request from Lovinklaan to sell or transfer your shares to your private brokerage account within one month. You can find instructions to do so in question 35 and 36. If you do not sell or transfer your shares when requested, your shares will be sold on your behalf and the proceeds minus any costs will be transferred to your bank account as specified in EquatePlus. See also the scheme on page 2.

ABOUT UBS, EQUATEX AND EQUATEPLUS

23 WHAT IS THE ROLE OF UBS BANK?

The Swiss UBS bank is the custodian bank for the GSP, which means that they are responsible for the administration and holding in safekeeping of your Arcadis shares through the Global Share Plan.

24 WHAT IS THE ROLE OF EQUATEX?

Equatex is a Swiss licensed company and owner of EquatePlus, the online GSP website. Equatex is responsible for a quick and correct performance and regular maintenance of the EquatePlus website, and additional services such as the delivery of your annual shares overview and invitations for the Arcadis Annual General Meeting of Shareholders.

25 WHAT IS EQUATEPLUS?

EquatePlus is an online banking system in which you can track your shares. On your EquatePlus account you will find information about your shares including how many you have, their values and any blocking periods applied to them. You can also use EquatePlus to sell and/or transfer your shares when they are actionable.

26 HOW CAN I GET ACCESS TO EQUATEPLUS?

You will receive a password and log-in code from Equatex to get access to EquatePlus.

27 HOW CAN I REACH EQUATEPLUS?

You can reach EquatePlus via the following link: www.equateplus.com or via the link on the Lovinklaan website. On the Lovinklaan website you can also find an instruction video about EquatePlus. (www.lovinklaan.com > go to Global Share Plan, EquatePlus).

28 WHO CAN I CONTACT FOR QUESTIONS ABOUT EQUATEPLUS??

You can call the EquatePlus Helpdesk, which is available 24 hours a day, seven days a week. The EquatePlus Helpdesk offers help in five international languages: English, Spanish, French, German, Italian. Other languages are served with the help of a third party translator that will join the call. In this case, please inform the helpdesk that you'd like to have a translator.

You can reach the EquatePlus helpdesk on the following numbers:

International (toll free)	+800 4020 0096
Switzerland (toll free)	+41 (0)800 886 881
USA + Canada (toll free)	+1 866 861 0055
Singapore (toll free)	800 4100 042

If you are unable to access the mentioned toll free numbers, please use the direct dial number to contact Equatex (charges apply) +41 (0) 844 853 051. When logged into EquatePlus you can also fill in a contact form through the contact menu that you can access on the top right of the webpage.

29 HOW DO I LOG IN ON EQUATEPLUS FOR THE FIRST TIME?

Please follow the steps below:
Go to www.equateplus.com.

Step 1: Fill in the User ID you received from Equatex via your business email address. Click on "Continue".

Step 2: Enter the password you received from Equatex by regular mail. Click on "Login".

Step 3: Enter your new password. The new password consists of a minimum of 7 characters and capitals, lower case letters and digits. From now on you will need your new password to log in.

Next is a screen where you can fill in your contact details. At this point you can select the address where you want to receive your mail and email from Equatex. Please select your home email address as the preferred one (green dot) so that Equatex can always reach you. Click on "Update all preferences". You will receive a confirmation email from Equatex.

30 I NEED A NEW PASSWORD OR USER ID TO LOG IN. HOW CAN I ARRANGE THIS?

Did you lose your User ID? Click in the login view of EquatePlus on the blue text "Forgot User ID". Fill in your email address (your email at work) and your date of birth to verify your account. You will then receive a new User ID by email.

You can also contact your local administrator. Upon verification of your identity and your registration in the GSP, the administrator will provide you with a new user ID.

Did you forget your password? Please fill in your User ID at EquatePlus. Click on "Continue". You'll see a blue line "Forgot password". Click on it and fill in your email address (your email at work) and your date of birth to verify your account. You will receive a letter at your home address with a new password. With these details you can log in on EquatePlus.

You can also call the helpdesk of EquatePlus. Upon verification of your user ID, your identity and personal details, the helpdesk will provide you with a new password.

31 WHERE CAN I FIND AN OVERVIEW OF MY SHARES?

On the EquatePlus home page, click on 'Overview'. In the overview you can see your free (actionable) and total amount of shares (outstanding) and the current value. The number of blocked shares are the outstanding shares minus the free shares.

The overview also shows how many shares were purchased on which date and what the current value of your shares is.

In the "Portfolio" you can view the actionable date of your shares (date when share become unblocked).

32 WHERE CAN I CHANGE MY HOME ADDRESS IF I MOVE TO ANOTHER ADDRESS?

You can change your address in EquatePlus. Please log in and change your address in the "Contact Details" (in blue menu "Personal Data"). You will receive a confirmation email from Equatex on your preferred email address.

33 AM I OBLIGED TO KEEP MY SHARES ON THE GSP ACCOUNT?

As long as you have outstanding (blocked) shares on the GSP account, you have to keep your shares there. This is also the case when you have both blocked and free (actionable) shares. Of course, you are free to sell your free shares or transfer them to your private brokerage account (shares account). Once **all** your shares are free (you have no more blocked shares on the GSP account), you are obliged to sell your shares and/or transfer them to a private brokerage account within 1 month.

If you don't have a private shares account, please contact a bank of your choice to open such an account. It is not possible to open your private brokerage account at UBS Bank based on your participation in the Global Share Plan.

34 HOW DO I ADD MY CASH ACCOUNT OR BROKERAGE ACCOUNT?

To add your cash or brokerage account, you need to follow the steps below. Please note that a BIC or SWIFT code of your bank as well as the IBAN code of your own bank account are needed. Please check the correct codes at your local bank. Please be aware that incorrect codes means a delay in a transfer or sell order. Please follow the next steps:

- In the menu, go to Personal data; then go to Cash & Brokerage accounts
- Select Add new cash account
- Check the name corresponding to your personal account. This should be exactly the same as the name in EquatePlus.
- Select the name of your country and click on "Next".
- Fill in your BIC, also called SWIFT.
- Select the bank in your place of residence. Please select the bank on top of the list when your place of residence is not mentioned on the first page.
- Fill in the IBAN in case of a cash account and your local currency (for example €). The contact details

of your bank are optional. Please note that contact details are required in case of a transfer or sell order. You can also fill in your personal contact details.

- In case of a brokerage account, fill in the account number. This can be an IBAN, but also a normal account number. The contact details of your bank are optional. Please note that contact details are required in case of a transfer or sell order. You can also fill in your personal contact details.

35 HOW TO TRANSFER SHARES TO MY OWN BROKERAGE ACCOUNT?

You can transfer your free or actionable shares to your own brokerage account via EquatePlus. In a transfer order you can only include whole shares. The fractioned shares can only be sold. If you wish to do so, give a separate order in EquatePlus. The profits will be credited to your personal cash account. If you have e.g. 53.84 shares; 53 shares can be transferred and 0.84 shares can only be sold.

To give a transfer order, go to the yellow menu "Transactions" then to "Enter transaction". Select your brokerage account and your cash account. Please enter the contact details of your bank.

Please note that it takes a couple of days to see your shares on your own brokerage account.

You will receive a confirmation of the transfer order on the preferred email address. A confirmation is also kept in EquatePlus under the yellow menu "Transactions" and then "Transaction overview".

36 HOW TO SELL MY ACTIONABLE SHARES?

You can sell your shares in EquatePlus. Go in the yellow menu "Transactions" to "Enter transaction". UBS needs the details of your cash account for this order. In a sell order you can select 'market' and 'day'. You will sell the shares according to the market value of that day. There is a short delay in the share price shown in EquatePlus and the actual share price. Due to this the shown amount is an estimate that can differ slightly from the actual amount that you will receive.

Another option is to sell your shares when the value of the shares reaches a specific height. In that case select 'limit price'. Fill in the limit price. This order has a limited validity with a maximum of 90 days. Select also 'good till date'. This means that your order will be in place till this date (up to 90 days).

Select your cash account. Please enter contact details of your bank or your personal contact details. At this moment, the costs for the transaction are estimated. Please check question 38 for the costs of a sell order.

You will receive a confirmation of the transaction order on the preferred email address. A confirmation is also kept in EquatePlus (go to the yellow menu "Transactions" and "Transaction overview"). Please note that it takes a couple of days to see the proceeds of the sale of your shares on your own cash account.

37 WHAT HAPPENS WHEN I SELL MY SHARES?

Please note that you can only trade free (actionable) shares. In a sell order you can include whole as well as fractioned shares. The fractioned shares of all orders of that day are collected and sold as one at the end of the day. UBS sells your shares; the profits of your part minus the transaction costs will be transferred to your own cash account (check your IBAN and BIC codes beforehand with your own bank).

38 WHAT COSTS ARE CHARGED TO SELL OR TRANSFER MY SHARES?

- Option 1: Sell
In case of selling shares, the following variable fees are charged:
 1. Stamp taxes: 0.0015 times the trading value of your order.
 2. Transaction costs: multiplier depending on the trading value of your shares with a minimum of € 20.

Transaction costs multipliers:

Trading value	Multiplier
Less than € 20*	0.0100
€ 20 - € 12,000	0.0040
€ 12,000 - € 30,000	0.0035
€ 30,000 - € 75,000	0.0030
€ 75,000 - € 150,000	0.0025
Over € 150,000	0.0020

* minimum of € 20 does not apply

- Option 2: Transfer
UBS bank does not charge transaction costs to transfer your shares

39 I WANT TO CLEAR MY GSP SHARES ACCOUNT. WHAT DO I NEED TO DO?

This is only possible when all your shares are free. You have two options: transfer your shares or sell your shares.

Examples of calculation of variable fees:

Trading value	Stamp taxes	Transaction costs	Total fees
€ 2,000	0.0015 x € 2,000 = € 3.00	0.004 x € 2,000 = € 8.00	€ 3 + € 20* = € 23
€ 6,000	0.0015 x € 6,000 = € 9.00	0.004 x € 6,000 = € 24.00	€ 9 + € 24 = € 31
€ 15,000	0.0015 x € 15,000 = € 22.50	0.0035 x € 15,000 = € 52.50	€ 22.50 + € 52.50 = € 75.00

* minimum transaction costs are € 20

When you'd like to transfer all your shares, please give a transfer order for your whole shares. Give a sell order for the fractioned shares. When you have for example 53.84 shares, give a transfer order for a maximum of 53 shares and a sell order for the remaining 0.84 shares. It is also possible to sell all your shares. You can give one sell order for both your whole shares and fractioned shares. Please check question 38 for the costs of a sell order.

40 WHERE CAN I FIND MY YEAR-END STATEMENT AND WHAT DO I SEE HERE?

You can find your year-end statement under "Document library" and then "Statements". The year-end statement is an automatically generated report which shows all transactions of the past year. On the second to last page you can check the value of your shares on December 31, plus the value of your free shares.

41 WHAT IS THE BANK ACCOUNT NUMBER OF UBS?

The account number of UBS bank (Switzerland) is 0230000001281352. In some countries, the bank account number of UBS needs to be included in the personal tax return.

42 WHERE CAN I FIND MORE INFORMATION ABOUT THE GSP?

There are several ways to get detailed information about the Global Share Plan. You can either:

- visit the Lovinklaan website www.lovinklaan.com
- read the Global Share Plan brochure
- contact your local HR department or GSP administrator.
- send a question to info@lovinklaan.com