

ARCADIS NV

Selection and Remuneration Committee Charter

Purpose

The ARCADIS Selection and Remuneration Committee (ASRC) is a committee of the Supervisory Board of ARCADIS NV. The primary function of the ASRC is to assist and advise the Supervisory Board in fulfilling its responsibilities by preparing the selection and nomination of the Supervisory Board and Executive Board members, and establishing and maintaining competitive and fair remuneration policies for the Executive Board of ARCADIS.

Membership and Meetings

1. The ASRC members and its chairman will be appointed by and from the Supervisory Board.
2. The ASRC shall consist of a minimum of three and a maximum of four members.
 - a) All members of the ASRC must be independent within the meaning of article III.2.2. of the Dutch Corporate Governance Code, with the exception of no more than one member;
 - b) All members must meet the independence requirements as set forth in Rule 4350 of The Nasdaq Stock Market, Inc. listing standards;
 - c) Neither any of ARCADIS's former members of the Executive Board, nor any Supervisory Board member who is a member of the Executive Board of any other listed company, may (simultaneously) be the chairman of the ASRC;
 - d) None of the members of the ASRC, with the exception of no more than one person, may (simultaneously) be a member of the Executive Board of any other Dutch listed company.
3. The chairman of the Supervisory Board shall act as chairman of the ASRC and he/she shall be primarily responsible for the proper functioning of the ASRC.
4. Members of the ASRC shall be appointed for a term that corresponds with their term of membership of the Supervisory Board. Appointment and re-appointment may be subject to a rotation schedule at the Supervisory Board's discretion.
5. The ASRC shall meet at least two times per year and the meetings will be minuted. If required, additional meetings can be scheduled. At each meeting a quorum of two members is required. The ASRC shall decide whether and, if so, when its meetings will be attended by the Chairman of the Executive Board and the Corporate Director Human Resources. The ASRC may ask other members of management to attend meetings of the ASRC in order to provide necessary and relevant information.
6. The Corporate Director Human Resources shall act as secretary to the ASRC and will in that role work closely with the Company Secretary to ensure proper processes. The secretary of the ASRC is responsible for circulating the meeting agenda and the supporting material to all ASRC members. The distribution rules as currently applicable with regard

to the Supervisory Board meetings for minutes, agendas and supporting material, will apply.

Responsibilities and Duties

The ASRC shall advise the Supervisory Board in relation to its responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto. The Supervisory Board, within the scope of the Supervisory Board's responsibility, authorizes the ASRC to:

Selection, nomination and appointment

7. a) Prepare the selection criteria and appointment procedures for members of the ARCADIS' Supervisory Board and Executive Board;
- b) Evaluate periodically the size and composition of the Supervisory Board and the Executive Board, and propose the profile of the Supervisory Board;
- c) Evaluate periodically the functioning of individual Supervisory Board and Executive Board members, and report the results thereof to the Supervisory Board;
- d) Propose candidates for (re-) appointment in the Executive Board and Supervisory Board;
- e) Supervise the policy of the Executive Board in relation to the selection criteria and appointment procedures for senior management;
- f) Review the assessment process and the succession plans of top management.

Remuneration

8. a) Draft a proposal to the Supervisory Board concerning the remuneration policies for the Executive Board (such policy to be adopted by the General Meeting of Shareholders);
 - b) Draft a proposal concerning the remuneration of individual members of the Executive Board, for adoption by the Supervisory Board, which proposal in any event will include:
 - (i) the remuneration structure;
 - (ii) the amount of the fixed remuneration;
 - (iii) the shares and/or stock option rights to be granted;
 - (iv) variable remuneration components, pension rights, severance pay and other forms of compensation to be awarded; as well as
 - (v) the performance criteria and the application thereof;
 - c) Preparing the annual remuneration report on the remuneration policies for the Executive Board to be adopted by the Supervisory Board. The remuneration report comprises an outline of the remuneration policy to be followed in the next forthcoming financial year and the years following such years, as well as a report on the way in which the remuneration policy was implemented in the most recent financial year. The outline on the remuneration policy at least contains the information as referred to in II.2.10 of the Code.
The remuneration report will be published on the ARCADIS website.
 - d) Prepare a proposal on the remuneration of Supervisory Board members and its committee members, for submission to the General Meeting of Shareholders.
9. Prepare a proposal for the Supervisory Board concerning:
 - a) the installment and/or amendment of performance-based remuneration components such as stock option plans, share plans and employee stock purchase plans (using stock to be issued or repurchased by ARCADIS NV);

- b) the definition of specified performance targets related to the granting of stock options and shares;
 - c) the granting of shares and/or stock options;
 - d) the definition of specified performance targets related to the granting of bonuses to the members of the Executive Board;
 - e) the granting of bonuses to members of the Executive Board.
10. Approve proposals of the Executive Board with respect to:
- a) the definition of specified performance targets related to the bonuses of members of the ARCADIS Senior Management Committee;
 - b) the granting of bonuses to members of the ARCADIS Senior Management Committee.

Other issues

11. a) Prepare a proposal to the Supervisory Board concerning supervisory board positions of members of the Executive Board in other listed companies; and
- b) Approve other important supervisory board positions of members of the Executive Board.
12. Ask the advice of internal and external experts or to conduct or authorize investigations on matters within the competence of the ASRC.
13. Address any other issues delegated to it by the Supervisory Board.

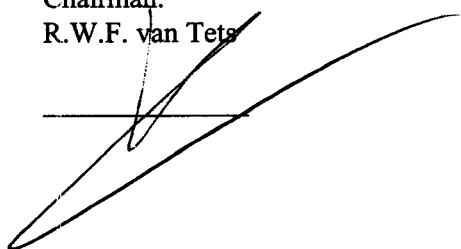
Review procedures

The ASRC will:

14. Periodically review and update the ASRC charter.
15. Periodically assess the performance of the ASRC and its individual members.

Approved by the ARCADIS Supervisory Board, dated 15 December 2004,

Chairman:
R.W.F. van Tets



Vice-chairman:
R.A. Webber

