

ARCADIS N.V.

AGENDA OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

June 5, 2007

The Extraordinary General Meeting of Shareholders of ARCADIS N.V. will be held at the offices of ARCADIS N.V., located at Nieuwe Stationsstraat 10, Arnhem, the Netherlands, on Tuesday, June 5, 2007, at 11:00 a.m. local time.

ATTENDING THE MEETING AND EXERCISING VOTING RIGHTS

No later than **June 1, 2007 at 5.00 p.m. local time**, shareholders are able to apply, through an institution affiliated with Euroclear Nederland in whose administration their shares are listed, for a proof of registration, which document will serve as entrance ticket for the meeting.

Shareholders who wish to be represented at the meeting by proxy, also need to apply for a power of attorney at the institution affiliated with Euroclear Nederland in whose administration their shares are listed.

Institutions affiliated with Euroclear Nederland must submit to ABN AMRO Bank N.V. in Amsterdam by June 1, 2007 at the latest, for each shareholder concerned, the number of shares notified for registration for the meeting. These shares will be blocked until after the meeting.

Shareholders are entitled to exercise their voting rights in accordance with the number of shares for which they are registered.

This is a true and correct translation of the Dutch Agenda for the Annual General Meeting of Shareholders of ARCADIS NV. If different interpretations regarding the contents arise, the Dutch version will prevail.

Set forth below is an agenda for the business to be transacted at the annual meeting and the order in which the agenda items will be presented to our shareholders.

- 1. Opening and Announcements**
- 2. Amendment of the Articles of Association of ARCADIS N.V.** (for decision – see Explanatory Notes)
- 3. Questions and Answers**
- 4. Adjournment**

Arnhem, May 18, 2007

The Executive Board
ARCADIS N.V.
P.O. Box 33
6800 LE Arnhem
The Netherlands

Explanatory notes to the Agenda of the Extraordinary General Meeting of Shareholders of ARCADIS N.V., to be held on Tuesday June 5, 2007

Agenda Item 2: Amendment of the Articles of Association

According to Article 28 paragraph 1 of the Articles of Association any resolution by the Annual General Meeting of Shareholders to amend the same Articles shall require at least a three-fourths majority of the votes validly cast at the meeting at which at least three-fourths of the issued capital is represented. Because no such quorum was achieved at the annual general meeting of shareholders of May 16, 2007, no resolution could be adopted at that meeting regarding the proposed amendment. Consistent with the requirements of Article 28, paragraph 2 of the Articles of Association, an extraordinary general meeting of shareholders is being called for June 5, 2007. At the extraordinary meeting, decisions with respect to amendments of the Article of Association may be validly adopted without a $\frac{3}{4}$ quorum, provided such decisions are adopted by the affirmative vote of $\frac{3}{4}$ of the votes validly cast.

With the approval of the Supervisory Board and the *Stichting Prioriteit ARCADIS N.V.* (holder of all priority shares), the Executive Board proposes to amend the Articles of Association in order to reflect the new Dutch law on electronic corporate communication (in Dutch: “*Wet Elektronische Communicatiemiddelen, Wecm*”), which came in force on January 1, 2007. Furthermore the Executive Board proposes to amend the Articles of Association in accordance with certain relevant provisions of the Dutch Corporate Governance Code and to include in the same Articles the indemnification of Members of the Executive Board and Supervisory Board as adopted by the Annual General Meeting of Shareholders in 2004.

A copy of the proposed amendment of the Articles of Association containing the full text is posted on the corporate website (www.arcadis-global.com) and is available as of April 16, 2007 at the Offices of ARCADIS N.V. (Nieuwe Stationstraat 10, Arnhem, the Netherlands) and at the ABN AMRO Service Desk (tel. 00 31 76 579 9455) and will be sent by mail upon request and free of charge.

The Wecm

The *Wecm* regulates, among other things, the following:

- 1) electronic invitation to attend the Annual General Meeting of Shareholders;
- 2) electronic participation in the meeting;
- 3) electronic voting prior to the meeting.

It is proposed to amend the Articles of Association in such a way that the above is facilitated. The use of electronic means during and prior to the Annual General Meeting of Shareholders is however subject to a resolution to this effect by the Executive Board.

The *Wemc* also entails an amendment of the registration date. The *Wemc* allows that the registration date will be set the 30th day before that of the meeting of shareholders, such without the obligation for the shareholders to block their shares until after the meeting. At the moment, the (ultimate) registration date is the 7th day before that of the meeting, with the obligation to block the shares. An amendment of the Articles of Association regarding this is proposed in article 20, paragraph 4.

Power of attorney to amend the Articles of Association

The proposal also entails the granting of authority to every member of the Executive Board, the company secretary and every (deputy) civil law notary and civil law notary assistant employed at the offices of *De Brauw Blackstone Westbroek attorneys-at-law and civil notaries* in Amsterdam to apply for the required ministerial declaration of no objection to the draft deed of amendment of the Articles of Association and to have this deed of amendment executed.