

ARCADIS General Business Principles Directives

The ARCADIS General Business Principles (AGBP) Directives provide for specific guidelines related to:

- Gifts and hospitality;
- Payments to third parties (including Agents, Facilitating payments and political/charitable contributions).

This document forms an integral part of the AGBP, which are applicable to ARCADIS NV and its subsidiary companies.

The Directives are not all encompassing, but formulate minimum requirements. They leave room to management of the ARCADIS companies to specify further local rules of business conduct within this framework, which may be more restrictive.

*Executive Board ARCADIS NV
June 2008.*

Gifts and hospitality

General

Business decisions should be based upon legitimate business considerations and not on considerations of past or future personal gain. As offering or acceptance of gifts, favors and hospitality with customers, suppliers, or business contacts may influence business relationships negatively, they should not be requested or given in circumstances that may compromise the integrity of business decisions or create the appearance of an impropriety. The acceptance or offer of gifts and favors is only allowed if in accordance with the AGBP Directives and shall in all cases be limited to “reasonable and bona fide” expenditures.

Any questions with respect to gifts, favors or hospitality should be discussed with the AGBP Compliance Officer or Local Compliance Officer.

Gifts and favors

Gifts or favors to or from external parties may only be given or accepted as a business courtesy, provided such practice is accepted, locally and in the industry, as a token of appreciation and is in compliance with applicable laws and the external party’s own ethics policies. Considering all factors, the gift or favor should be made voluntarily and should not have a value that may influence a business decision and/or may lead to a relationship of dependency or create the appearance of an impropriety.

Gifts with a value in excess of the amount to be determined by management of the ARCADIS company may not be given or accepted, unless prior approval of management has been obtained.

Gifts may never be given or accepted in the form of cash or cash equivalents.

It is prohibited to provide or accept personal financial assistance of any kind to or from a customer, supplier or other business contact.

Hospitality

Invitations from or to external parties may only be given or accepted as a business courtesy, provided such practice is accepted, locally and in the industry, as a token of appreciation and is in compliance with applicable laws, and the external party's own ethics policies. Considering all factors, the invitation should not have a value that may influence a business decision and/or may lead to a relationship of dependency or create the appearance of an impropriety.

Additional guidelines:

- Invitations for occasional sports and other hospitality events may be offered and accepted;
- Invitations for occasional lunch or dinner in restaurants may be offered and accepted;
- Paying travel and overnight accommodation to (potential) customers or accepting travel and overnight accommodation paid for by (potential) suppliers is not allowed, except for training, study purposes and occasional client events, provided that the costs are limited and reasonable in relation to the benefits from the training/study/client event. Any payment for/acceptance of travel and overnight accommodation requires prior approval of management of the ARCADIS company.

Payments to third parties

General

- The company or its employees will not make, offer or promise any corrupt payment or anything of value, including but not limited to any bribe, to any public official, international organization or political party, official or candidate in order to obtain or retain business or to secure an improper advantage.
- Payments to the providers of goods or services received shall in all cases be limited to "reasonable and bona fide" expenditures. Any payment for a company's products or services must be made to the company, not to an individual, unless the individual has delivered the products or services as contracting party.
- A request to divert a payment to an entity or person offshore shall always be rejected.
- All payments must be properly and fairly recorded in accordance with company standards.
- There must be no 'off the books' or secret accounts.
- No payments will be channeled through an Agent. All payments made to an Agent should be intended for the Agent itself.
- Cash payments are not permitted; all payments should be made to or received in a bank account designated in writing. Only if, in specific countries, contracts are still paid in cash as a normal operating procedure, management of the ARCADIS company can approve to deviate from this directive on a case by case basis.
- Payments to a so-called numbered account with a bank are not permitted.
- No kickbacks to government officials, directors, officers, employees or Agents shall be made.
- The company or its employees will not engage in coercion (including extortion or solicitation of bribes), collusive schemes (such as bid-rigging) or fraud.

Agents

The remuneration of an agent, distributor, commissioner, intermediaries and the like (hereinafter: Agent) may not exceed the normal and reasonable commercial rates for the legitimate service rendered by the Agent and no part of any such remuneration shall be passed on as a corrupt payment or anything of value to any government official.

An Agent may not be a Government official.

Any Agent remuneration in excess of 5% of the consultancy services (to be) rendered by ARCADIS is not acceptable, except in the event of extraordinary circumstances and after prior approval by the Executive Board of ARCADIS NV.

The background of the Agent must be reviewed thoroughly by the person proposing the Agent in close cooperation with management; evidence of such review must be available in the file. Each Agent shall be appointed by virtue of a service contract in writing, which shall always incorporate a reference to the AGBP and which shall be accompanied by a copy of the AGBP, which the Agent shall acknowledge as having read and understood. The contract with the Agent shall include a provision under which the Agent agrees explicitly not to offer, promise or pay bribes and shall provide for termination of the Agent in the event of breach of this provision. All such Agent contracts shall be registered with management of the ARCADIS company. A record will be maintained of the terms of engagement of all Agents. The record with all relevant information about the Agents is kept at the legal or financial department of the country and is available for inspection by Internal Audit at any time.

Facilitating payments

Facilitating payments are small payments made in money or in kind which have to be made, in accordance with publicly known and widely followed local custom and practice, in connection with the performance, by officials in documentation, customs clearance and other matters, of their normal duties.

A characteristic of facilitating payments is that the service obtained as the result of such payment represents the legitimate function of the official concerned to facilitate or expedite routine governmental action and does not render undue advantage to the payer in comparison with other companies. "Routine governmental actions" do not include a decision by an official to award business.

Facilitating payments do not fall within the scope of the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. In some countries, however, the legislation to implement the Convention also covers facilitating payments, as a consequence whereof an officer (or, under certain circumstances, the company) who has made such payments abroad, could be prosecuted in his home country.

In general, ARCADIS is opposed to the making of facilitating payments. The Company will promote measures to eliminate such practices; at all events applicable laws and regulations should be complied with.

Relations with political parties and politicians

Except as permitted by law, ARCADIS companies shall not pay advisory fees, make payments or donations, in money or in kind, to political parties, political organizations or individual politicians or candidates for public office.

Subject to applicable laws and regulations, exceptions to this prohibition may be made – where legally permissible – only if explicitly approved by management of the ARCADIS company. In those exceptional cases where payments or donations are made, all requirements regarding public disclosure of such payments or donations shall be complied with in full.

Charitable contributions

ARCADIS companies shall make charitable contributions only in accordance with applicable laws, including disclosure requirements. Such contributions shall not be used as a subterfuge for bribery or to circumvent laws. Management of the ARCADIS company shall review the amount and timing of any charitable contributions to ensure that they are not used as a subterfuge for bribery.