

REGULATIONS REMUNERATION AND APPOINTMENT COMMITTEE KONINKLIJKE (ROYAL) HASKONINGDHV GROEP B.V.

Article 1

Adoption and scope

- 1.1. These Regulations were adopted by the Supervisory Board (hereinafter referred to as 'the SB') of Koninklijke (Royal) HaskoningDHV Groep B.V. (hereinafter referred to as 'the Company') in its meeting on 8 March 2018 and may only be amended by a written resolution of the SB.
- 1.2. These Regulations are also available in Dutch. In the event of any conflict or lack of clarity, the Dutch version of the Regulations will prevail.
- 1.3. The Regulations are posted on the Company's website in both languages.

Article 2

Tasks and powers

The remuneration and appointment committee (hereinafter referred to as "the RC") is a standing committee of the SB and has the following tasks:

- a. reviewing the performance of the individual EB members as well as the joint performance of the EB as a team at least once a year, and reporting on this to the SB;
- b. reviewing the composition of the EB and, if necessary, making proposals to the SB;
- c. giving advice to the SB with respect to long-term planning for the succession of EB members;
- d. in case of vacancies for the EB, making proposals to the SB with respect to selection criteria and procedures for the recruitment, selection and appointment of EB members;
- e. making proposals to the SB about the remuneration policy to be pursued for the members of the EB;
- f. making proposals about the remuneration of individual EB members, which include at least:
 - I. the remuneration structure and
 - II. the amount of the fixed remuneration, the variable remuneration components, pension rights, redundancy schemes and other compensation to be granted, as well as the performance criteria and the application thereof, and, if warranted, making proposals for changes or additions to the remuneration of individual EB members, which remuneration and any changes or additions will be submitted to the SB for adoption;
- g. making proposals to the SB about the remuneration policy to be pursued for the members of the SB that will subsequently be proposed to the Annual General Meeting;
- h. making proposals to the SB about the size and composition of the SB;
- i. initiating contacts with candidates for SB positions, whether or not with the help of external advisors;
- j. managing the annual self-evaluation process of the SB;
- k. with some regularity, verifying whether changes to the law, corporate governance provisions or other developments may lead to a revision of the Articles of Association (hereinafter referred to as "AoA") and/or Regulations.

However, the collective responsibility remains vested in the SB.

Article 3

Organisation and reporting

- 3.1. The RC consists of a maximum of 3 (three) members who are all SB members. There are no substitute members. Not more than one member of the RC may be dependent within the meaning of the provisions of article 2.1.8 of the Dutch Corporate Governance Code.
- 3.2. In principle, the vice chair of the SB is also the chair of the RC. The RC members will be appointed and can at all times be dismissed by the SB.
- 3.3. The term of office of a member of the RC is equivalent to that of a member of the SB, unless explicitly provided otherwise by the SB, on the understanding that a member steps down automatically as a member of the RC as soon as he/she is no longer a member of the SB.
- 3.4. The Secretary of the SB is also the Secretary of the RC.
- 3.5. Minutes of all meetings will be kept by or on behalf of the Secretary of the Company. The RC will provide the SB with the minutes of the meetings and its findings, if required with the corresponding documents. The RC must inform the SB clearly and in due time.

Article 4

Meetings

- 4.1. The RC meets as frequently as necessary for the committee to function properly, but must meet at least once a year.
- 4.2. The RC may invite the chair and/or the EB members, the Company's HRM director and/or independent experts to attend its meetings and give advice.

Article 5

Reporting

- 5.1. The RC provides a report of its deliberations, findings and recommendations to the SB.
- 5.2. During the meetings of the SB, the chair of the RC provides more detailed information about the results of the discussions of the RC.

Article 6

Miscellaneous

- 6.1. The SB may amend these Regulations at all times and/or revoke any powers granted to the RC.
- 6.2. The annual report of the SB states the composition of the RC, the number of meetings of the RC in that year and the most important subjects that were discussed during those meetings.