

## **REGULATIONS SUPERVISORY BOARD KONINKLIJKE (ROYAL) HASKONINGDHV GROEP B.V.**

### **Article 1**

#### **Status of the Regulations**

- 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.
- 1.2. As a supplement to the provisions of Dutch Law and in the Articles of Association (hereinafter referred to as "the AoA"), these Regulations provide rules with respect to the affairs of the SB, which will be observed by the SB and its members.
- 1.3. These Regulations were drawn up with due observance of the relevant provisions of the Dutch Corporate Governance Code in force (hereinafter referred to as 'the Code').
- 1.4. Dutch law prevails over the AoA. The AoA prevail over these Regulations. Invalid provisions of these Regulations will not affect the validity of the other provisions. With due observance of the purport and contents of the invalid provisions, the SB will replace the invalid provisions with valid provisions.
- 1.5. 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.
- 1.6. The Regulations are posted on the Company's website in both languages.

### **Article 2**

#### **Composition of the SB**

- 2.1. The SB consists of at least 3 (three) members, who will retire according to a rotation schedule to be drawn up in writing by the SB and are eligible for reappointment with due observance of the provisions of the AoA. Reappointment will always be considered critically and will never be automatic. The starting point is that as few SB members as possible retire at the same time.
- 2.2. It is the SB's aim that the expertise relevant to the proper functioning of the SB and to the business, is represented in the SB and that the members operate independently and critically with respect to each other and the Executive Board (hereinafter referred to as "the EB").
- 2.3. The SB will fill vacancies as soon as possible. Appointments are made, with due observance of the law and the AoA, by the Annual General Meeting on the recommendation of the SB and based on a written profile after consultation with the EB. The profile takes into account those aspects of diversity in the composition of the SB that are important to the Company, including expertise, experience, independence, age and gender.

- 2.4. The following requirements will be observed in the composition of the SB:
- a. each of its members must be able to review the broad outline of the overall policy of the Company and its business;
  - b. each of its members must fit the profile of the SB as a whole and through his/her membership of the SB, the SB as a whole must be composed, according to the rules laid down in the law, the AoA and the Code.
  - c. a number of its members must have thorough knowledge in the area of the (international) core business of the Company. At least one of the members must have thorough knowledge and experience in the area of the financial-technical aspects of risk management and financial reporting, internal control and audit, which enable sound supervision of these subjects;
  - d. each of its members, except for one person at most, must be independent within the meaning of the Code;
  - e. the chair of the SB is not a former director of the Company.

### **Article 3**

#### **Division of tasks**

In discharging its tasks, the SB will be guided by the interests of the Company and its affiliated business and for that purpose will take into account the relevant interests of the persons involved in the Company. The SB will also involve the aspects of socially responsible business practices that are relevant to the business. Its task is to supervise the policy of the EB and the general course of events of the Company and its affiliated business. It advises the EB. The SB is responsible for the quality of its own performance.

### **Article 4**

#### **Secretariat, committees**

- 4.1. The SB provides for a secretariat with archives where minutes and other meeting documents, correspondence and other documentation relating to the SB are kept.
- 4.2. The secretary of the Company (hereinafter referred to as 'the Secretary') supports the chair of the SB in the performance of its task and is responsible for the secretariat of the SB. The secretariat and the archives are kept at the offices of the Company.
- 4.3. The SB has a standing audit (and risk) committee (hereinafter referred to as 'the AC') and a remuneration and appointment committee (hereinafter referred to as 'the RC'). It may compose other committees from its number on an ad hoc basis.
- 4.4. The SB draws up Regulations for the AC and the RC.
- 4.5. The SB will receive a report from its committees about their deliberations, advices and findings.

## **Article 5**

### **The chair and vice chair**

- 5.1. The SB appoints a chair and vice chair from its number.
- 5.2. The chair ensures the proper performance of the SB (including the committees) and is the main point of contact for the SB and the shareholder(s) about the performance of the EB and its respective members, and the SB and its respective members. As chair, he ensures an orderly and efficient course of events of the Annual General Meeting. The chair is supported in his role by the Secretary. The SB's chair supervises the following in particular:
  - a. timely and adequate provision of information to the members of the SB, as needed for the proper discharge of their duties;
  - b. ensuring that there is sufficient time for obtaining advice, deliberating and decision-making by the SB;
  - c. managing the committees of the SB;
  - d. maintaining the level of expertise of the members of the SB;
  - e. arranging the annual evaluation and assessment of the performance of the EB and SB members;
  - f. holding the annual evaluation of the SB's own performance;
  - g. proper contact with the EB and the Works Council and the timely and accurate provision of information to the other SB members about the outcome thereof.
- 5.3. The chair keeps close and frequent contact with the EB and keeps the SB informed of these contacts.
- 5.4. The chair communicates externally on behalf of the SB and aims for optimal participation by the other members in the work of the SB and coordinates all operations of the SB.
- 5.5. The vice chair replaces the chair in his absence. In addition, the vice chair is the contact person for the individual SB and EB members with respect to the performance of the chair of the SB.

## **Article 6**

### **Remuneration and reimbursement of costs**

- 6.1. The remuneration of the SB members is determined by the Annual General Meeting in accordance with section 255, book 2 of the Dutch Civil Code and will be reviewed regularly. The remuneration does not depend on the results of the Company.
- 6.2. The Company will reimburse the SB members for all costs reasonably connected to the attendance of SB meetings. All other costs incurred by the SB members within the scope of SB membership will, fully or partially, be reimbursed by the Company, if such costs are incurred after prior consultation with and with the consent of the chair. With respect to the other costs incurred by the chair himself, the course of action will be followed that is applied to the other SB members.
- 6.3. The remuneration, agreed reimbursement of costs and other agreed conditions, such as the effective date of SB membership, will be laid down between the Company and the individual SB members in a letter.

## **Article 7**

### **Meetings**

- 7.1. The SB will hold a meeting at least once every 3 (three) months and as frequently as one of the SB members deems necessary or the EB requests. In principle, the meetings are held at the office of the Company in the presence of the EB.
- 7.2. In addition to the meetings referred to in paragraph 1 of this article, the SB will meet once a year without the presence of the EB in order to discuss its own performance, the performance of the AC and RC (and other committees established by the SB from time to time) and the performance of its individual members. The performance of the EB and its individual members will also be discussed in that meeting. Any matters concerning succession and remuneration will also be discussed at this meeting. In principle, these meetings take place at the office of the Company.
- 7.3. The notice convening the meeting is given in writing by the Secretary, at least 5 (five) days before the meeting, and is accompanied by the agenda and corresponding documents.
- 7.4. The meeting agenda will be determined by the chair after consultation with the chair of the EB.
- 7.5. The meeting will be chaired by the chair. The minutes of the meeting will be kept by the Secretary and, after these have been sent to all SB members and the EB, adopted by the SB during the next meeting and signed in evidence thereof by the chair and the Secretary. The two previous sentences do not apply to the meeting referred to in article 7.2, for which meeting the chair of the SB determines the manner in which minutes are kept and adopted.
- 7.6. The minutes will represent the topics, considerations and resolutions discussed at the meeting, in such a manner that the SB members and EB members not present at the meeting are given a clear and complete picture of what was discussed at the meeting. The minutes will include a separate list of resolutions with the resolutions adopted during the meeting.
- 7.7. As a rule, SB members will adopt resolutions at the meeting of the SB. To adopt legally valid resolutions without holding a meeting, written preparation is required. The adoption of these resolutions is laid down in writing. The recording of these resolutions is confirmed and included in the minutes during the next meeting of the SB.
- 7.8. Resolutions will be adopted by an absolute majority of the votes. If the votes are tied and/or if the required quorum is not reached, a second meeting will be convened for which the above quorum does not apply. If the votes are tied again, the chair will have the casting vote.
- 7.9. Furthermore, the SB will at least once a year discuss the Company's strategy, as well as the important corporate risks, the results of the assessment by the EB of the design and the efficiency of the internal risk management and control systems, as well as any significant changes thereto.

## **Article 8 Information**

- 8.1. The SB sees to it that:
- a. it receives written information timely, about all facts and developments relating to the Company that it deems necessary for its proper performance;
  - b. at the end of every quarter, it receives a report in which information is provided on but not restricted to finances, marketing, investments, personnel, production, order portfolio, etc. accompanied by an explanatory note from the EB;
  - c. each year it receives the budget proposal for the next year, as well as (the adjusted version) of the long-term plan to be drawn up by the EB.
- 8.2. If a SB member receives information or signals that are important within the scope of supervision, he will immediately bring such information to the chair's knowledge, who will subsequently inform the SB.
- 8.3. If the SB deems such necessary, it may obtain information from employees of the Company and external advisors of the Company. The Company will provide the means necessary for this purpose.
- 8.4. The SB may require that certain employees of the Company and external advisors attend its meetings.

## **Article 9 Supervision**

- 9.1. The SB's tasks include:
- a. supervising, checking, and giving advice to the SB about: (i) the realisation of the Company's objectives, (ii) the risk policy pursued, (iii) the strategy and the risks associated with business activities, (iv) the structure and effect of the internal risk management and control systems, (v) the financial reporting process, (vi) compliance with laws and regulations, (vii) the relationship with the shareholder(s), (viii) the aspects of socially responsible business practices that are relevant to the business;
  - b. reviewing the proposals for risk management of the Company;
  - c. in collaboration with the EB, complying with and maintaining the corporate governance structure of the Company;
  - d. signing the annual accounts and submitting them for adoption to the Annual General Meeting as well as approving the annual budget and important investments of the Company;
  - e. selecting and recommending to the Annual General Meeting the external auditor of the Company;
  - f. adopting, implementing and evaluating the remuneration policy with respect to EB members. The SB also tests the individual remuneration of members of the EB against the market. In addition, each year the SB discusses the remuneration policy of the level directly below the EB;
  - g. selecting and recommending SB members for appointment as well as proposing the remuneration of its members for adoption by the Annual General Meeting;
  - h. deciding on reported potential conflicts of interest between the Company on the one hand and the EB on the other hand;
  - i. deciding on reported potential irregularities that concern the performance of EB members.

- 9.2. For its supervision referred to in paragraph 1.a. of this article, the SB uses as a starting point that the policy should be pursued in accordance with the elementary principles of responsible entrepreneurship. For that purpose, the SB sees to it that its policy is at least in accordance with the statutory provisions, provisions of the AoA and other provisions and that the continuity of the Company is guaranteed as much as possible. The SB ascertains whether the resolutions adopted or to be adopted by the EB are based on valid grounds and were realised carefully.
- 9.3. Resolutions of the EB, which require the prior approval or authorisation of the SB pursuant to the AoA, may only be adopted after the SB has given such approval or authorisation in writing, which also includes recording in the minutes.
- 9.4. The supervision of the SB also includes monitoring that the EB keeps optimal contact with the shareholders and depositary receipt holders and provides them with adequate information.

**Article 10**  
**Relationship with the EB**

Substantive contact outside the normal course of affairs and/or applicable arrangements between a member of the SB and a member of the EB must always be reported to the chair of the SB.

**Article 11**  
**Relationship with the Works Council**

- 11.1. Each year, the SB draws up a schedule for the presence by one or more of the SB members at an informal meeting with the Works Council.
- 11.2. If a SB member is invited to attend a meeting of the Works Council in absence of the director, he will not accept such invitation without prior consultation with the chair of the SB who coordinates and in the first instance maintains contact with the Works Council.

**Article 12**  
**Relationship with the shareholders**

- 12.1. The SB sees to it that the Annual General Meetings are held timely, that the necessary agenda items are stated properly in the convocation and that the provisions of the AoA are followed with respect to the minutes and inspection thereof.
- 12.2. The SB members attend this meeting, except if they are unable to for important reasons, in order to express an advisory opinion. In accordance with the AoA of the Company, the chair of the SB chairs the Annual General Meetings, in principle, and decides whether a resolution has been adopted and its content.

**Article 13**  
**Informal Contact**

The SB member who is confided in with respect to matters concerning the Company or group companies affiliated with the Company will act carefully in these contacts and always state first and foremost that the SB, or its chair, can be trusted.

**Article 14**  
**Auditor**

- 14.1. Each year, the Annual General Meeting engages an auditor to audit the Company's annual accounts and to give an audit opinion in that respect. The SB submits a proposal to the Annual General Meeting for engaging an auditor, in which both the AC and the EB submit opinions to the SB about their relation with the auditor.
- 14.2. The auditor will also participate to that part of the meeting(s) of the SB which deals with the draft annual accounts and the management letter.
- 14.3. In reviewing the annual accounts, the SB will in any event account for the choices and application of accounting principles. The auditor must confirm the SB that the chosen principles were applied.
- 14.4. Furthermore, the SB must provide insight into and give a qualitative opinion on the various provisions deemed necessary, even though there is a consistent accounting policy for that purpose.
- 14.5. The SB sees to it that any accepted recommendations made by the auditor to the Company will be observed by the EB.
- 14.6. At least once a year, the SB will consult with the auditor outside the presence of the EB.

**Article 15**  
**Appointment, suspension and dismissal in the EB**

- 15.1. If the SB needs to fill a vacancy in the EB, it will establish a written profile before searching and appointing a candidate accordingly. For that purpose, it will consult with the current EB members and the chair of the Works Council.
- 15.2. The SB will arrange for a written employment contract, with a job description, for every member of the EB.
- 15.3. If the SB intends to suspend or dismiss an EB member, it will make heard that EB member via the chair of the SB or a delegation from its number. If suspension or dismissal follows, such will be confirmed, stating the reasons for it, immediately and in writing.
- 15.4. If a SB member is temporarily entrusted with the Company's management, such SB member will step down as SB member for the term of this appointment.

## **Article 16**

### **Conflict of interest**

- 16.1. A member of the SB will not take part in discussions and decision-making on a subject or transaction in respect of which he/she has (or could possibly have) a conflict of interest with the Company within the meaning of article 16.2. Such a transaction may only be entered into under conditions that are customary in the line of business. Resolutions to enter into such a transaction require prior approval of the SB.
- 16.2. There is a conflict of interest that is of material significance to the Company and/or the member in question of the SB if:
- a. the Company intends to enter into a transaction with a legal entity in which a SB member has a material personal financial interest;
  - b. the Company intends to enter into a transaction with a legal entity, a board member of which has a family relationship with a member of the EB or SB of the Company;
  - c. the Company intends to enter into a transaction with a legal entity in which a SB member has a management or supervisory position;
  - d. the SB has determined that there is or is deemed to be a conflict of interest.
- If the legal entity with which the Company intends to enter into a transaction is a group company of the Company or if the SB member has a management or supervisory position at the request or on behalf of the Company, the SB will decide whether or not there is a conflict of interest.
- 16.3. Every member of the SB (other than the chair of the SB) will immediately report every (potential) conflict of interest to all SB members and will provide all relevant information about this.

## **Article 17**

### **Appointment and reappointment**

- 17.1. The term of appointment of SB members is 4 (four) years. Reappointment is not automatic and will be for a period of 4 (four) years with, in exceptional ('compelling') cases, another reappointment for a third term with a maximum of 2 (two) years;
- 17.2. SB members will communicate the acceptance of a of a supervisory position and other important positions to the chair.
- 17.3. All SB members, with the exception of one member at most, are independent within the meaning of the provisions of article 2.1.8 of the Code.

## **Article 18**

### **Corporate Governance**

The SB and its members will conduct themselves according to the letter and the spirit of the Code in force to the extent that it includes provisions that apply to them and the SB has not explained to the Company that and why it will not comply with this provision.



**Article 19**  
**Secrecy**

- 19.1. Every SB member is obliged to observe the necessary discretion with respect to all information and documentation obtained within the scope of SB membership and is obliged to observe secrecy where confidential information is concerned.
- 19.2. Current and former SB members will not disclose confidential information or otherwise make it available to third parties, unless the Company made this information public or it has established that this information is already in the public domain.

**Article 20**  
**Occasional suspension, Alteration**

- 20.1. The SB may, in case of a substantial interest, where applicable, resolve that provisions in these Regulations will not be applied.
- 20.2. The SB may amend these Regulations by means of a written resolution.

**Article 21**  
**Applicable law**

These Regulations are subject to and must be interpreted under Dutch law.