



STATEMENT OFFICE TRANSLATION



I, Laurens Willem Kelterman, civil-law notary at Amsterdam, the Netherlands, hereby declare that the attached document is an English translation of the articles of association of: Stichting Administratiekantoor Haskoning (formerly named: Stichting Administratiekantoor HaskoningDHV), having its statutory seat at Amersfoort, the Netherlands.

The articles of association of Stichting Administratiekantoor Haskoning have been recently amended due to a notarial deed signed by Laurens Willem Kelterman, civil-law notary at Amersfoort, the Netherlands, on 14 May 2025, which document has been prepared and executed in Dutch.

In preparing the attached document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

In the attached translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Thus signed at Amsterdam, the Netherlands on 19 June 2025.



NOTE ABOUT TRANSLATION:

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

CONTINUOUS TEXT ARTICLES OF ASSOCIATION Stichting Administratiekantoor Haskoning

(as from 14 May 2025)

CHAPTER I.

Article 1. Definitions.

1.1 In these articles of association, the terms below are defined as follows:

- a. the **"board"**:
the board of the foundation;
- b. the **"company"**:
Koninklijke Haskoning Groep B.V., a private company with limited liability, with registered office in Amersfoort and principal place of business at Laan 1914, 3818 EX Amersfoort, the Netherlands, entered in the commercial register of the Chamber of Commerce under number 55525474;
- c. a **"depository receipt"**:
the embodiment of rights and obligations, derived from a share, held by a depository receipt holder in respect of the trust office, the company and third parties, pursuant to the trust conditions, these articles of association and the law; rights include the rights that arise for the holder of a depository receipt as a result of the issue of shares by the company to the trust office, either by way of payment on the shares held in trust by the trust office or otherwise; The company is authorised to attach meeting rights to depository receipts by means of a resolution by the general meeting.
- d. a **"depository receipt holder"**:
a holder of one or more depository receipts;
- e. an **"employee"**:
an employee of the company or of a group company as referred to in the participation plan;
- f. the **"group"**:
the company and group companies together;
- g. a **"group company"**:

every other company in which the company directly or indirectly holds more than fifty percent of the outstanding shares or the voting rights;

h. **"in writing/written":**

by letter, fax or e-mail, or by message which is conveyed via another standard means of communication and can be received on paper;

i. **the "participation plan":**

the group employee share plan for employees of the company and group companies thereof, with due observance of any changes made to this plan from time to time;

j. **a "share":**

a B share with a nominal value of one euro in the capital of the company;

k. **the "foundation":**

Stichting Administratiekantoor Haskoning, a foundation under Dutch law, with registered office in Amersfoort;

l. **the "trust conditions":**

the foundation's conditions for taking and holding shares in trust, in exchange for the issue of depositary receipts, adopted in accordance with the provisions of article 14 of these articles of association, as these read from time to time.

- 1.2 Unless the context implies otherwise, the use of male pronouns implies reference to females as well and the definition of every term in the singular also refers to the plural. The titles of the articles have been provided purely for the sake of convenience and should be disregarded in interpreting these articles of association.

CHAPTER II. NAME, REGISTERED OFFICE AND OBJECT.

Article 2. Name and registered office.

- 2.1 The foundation's name is:

Stichting Administratiekantoor Haskoning.

- 2.2 The foundation's registered office is in the Dutch municipality of Amersfoort.

Article 3. Object

- 3.1 The foundation's object is:

- to acquire and hold shares in its own name, issue depositary receipts, for the account of the depositary receipt holders;
- to acquire and hold depositary receipts, temporarily or otherwise;
- to manage shares, among other ways by exercising the voting right and other rights associated with these shares, to collect the dividends and other payments paid out on the shares and pay out these benefits to the depositary receipt holders, as well as perform everything connected with this, all with due observance of the trust conditions.

- 3.2 The foundation will exercise the rights attached to the shares taken in trust in such a way that the interests of the company - including the interest of good governance - and all those involved are guaranteed as well as possible.

- 3.3 Excluded from the object is the disposal or encumbrance of the shares taken in trust. For the purposes of this article 3.3, disposal does not include the transfer of the shares to depositary receipt holders in the event depositary receipts are converted to shares or to the company at the request of a depositary receipt holder or at the request of the foundation, as provided for in the trust conditions, or the transfer of shares to another institution in accordance with article 16.6 of these articles of association.

CHAPTER III. THE BOARD.

Article 4. Board members

- 4.1 The board consists of either three or four members, as decided by the meeting of

depository receipt holders, which members are themselves depository receipt holders who are appointed by the meeting of depository receipt holders as referred to in article 13 of these articles of association. Board members may not be:

- a. members of the board of the Amersfoort-based foundation: Stichting Haskoning;
- b. members of the company's executive board;
- c. members of the management board of a group company;
- d. members of the Executive Council of the group;
- e. Corporate Directors of the group;
- f. Business Unit Directors of the group.

4.2 Board members are appointed for a term of three (3) years. They perform their function at all times independently and not bound by any instructions.

4.3 Board members resign according to a resignation schedule adopted by the board. Resigning board members are immediately eligible for reappointment in the manner referred to in paragraph 1. A board member who has resigned according to the schedule is immediately eligible for reappointment. Board members may be (re)appointed for a maximum of three (3) consecutive terms of three (3) years.

4.4 A board member ceases to serve on the board:

- a. upon the expiration of the period for which he has been appointed;
- b. upon his voluntary resignation, whether or not according to the schedule referred to in article 4.3;
- c. as a result of his dismissal by the board for serious reasons;
- d. as a result of his dismissal by the district court in the cases provided for by law;
- e. as a result of a court order putting him under guardianship or putting one or more of his assets under administration because of his physical or mental condition;
- f. upon his death;
- g. as a result of his being declared bankrupt, applying for a moratorium on payments or requesting application of the debt management scheme as referred to in Bankruptcy Act;
- h. as a result of acquiring the quality referred to in article 4.1 a to f;
- i. as a result of losing the quality of depository receipt holder; or
- j. as a result of the loss of the quality of employee.

4.5 In the event of a board member being absent or prevented from acting, the other board members shall be charged with the management of the foundation. In the event of the absence or inability of all board members or the sole board member, the chairman of the executive board of the company, shall be temporarily charged with the management of the foundation. For the acts of management performed during this period, the designated person is equated with a board member.

4.6 The powers of a board that is not complete are not suspended while a seat on the board is open.

Article 5. Task and powers.

5.1 The board is charged with managing the foundation.

5.2 A board member is obliged towards the foundation to perform his/her duties properly. In the performance of their duties, the board members are guided by the interests of the foundation and the organisation associated with it.

5.3 The board is not authorised to decide to enter into agreements for the acquisition, disposal or encumbrance of property subject to registration or to enter into agreements where the foundation commits itself as guarantor or jointly and severally liable co-debtor, guarantees a third party's debts or commits itself to provide security for a third party's debt

or to represent the foundation in relation to these acts.

- 5.4 The board can adopt rules concerning the board's decision-making and working procedure in supplement to what is provided for in that respect in these articles of association.

Article 6. Chairman and secretary.

- 6.1 The board will appoint a chairman of the board from its midst. The board can also appoint from its midst a deputy chairman, who will perform all the chairman's tasks and powers in the event of the latter's absence.
- 6.2 The board will also appoint a secretary of the board, either from its midst or otherwise, and make arrangements for his replacement.

Article 7. Representation.

- 7.1 The board is authorised to represent the foundation. Two board members acting together, which in any event include the chairman or deputy chairman of the board, also have the power to represent the foundation.
- 7.2 The board can appoint officers with general or limited representative authority. Each of these represents the foundation with due observance of the limits stipulated for his authority. The board will decide on the titles for these officers. These officers will be listed in the Commercial Register, with a description of the scope of their representative authority.

Article 8. Board meetings.

- 8.1 Board meetings are held before every meeting provided for in the company's articles of association in which the voting right on the shares held in trust by the foundation can be exercised, unless decision-making has taken place in accordance with article 9.6 of these articles of association concerning all proposals mentioned in the notice convening the particular meeting. Board meetings are also held as often as desired by a board member.
- 8.2 Board meetings are convened by the secretary, in consultation with the chairman. Board meetings can also be convened by the chairman of the board or two or more other board members.
- 8.3 Parties are notified of a meeting in writing no later than on the seventh day before the day of the meeting.
- 8.4 The notice of the meeting will indicate the topics to be discussed. Topics that are not reported in the notice of the meeting can still be announced with due observance of the provisions of this article 8.
- 8.5 Board meetings are held at a location to be decided by the chairman of the board. However, if a meeting is convened by two or more other board members, they will decide the location of this meeting.
- 8.6 A board member can have himself represented at a meeting by another board member whom he has authorised in writing. A board member can represent at most one other board member at a meeting. The board members in attendance at the meeting will decide by a majority of votes if any other persons are to be admitted to the meeting.
- 8.7 The board meetings will be chaired by the chairman of the board or his deputy. In the event of their absence, the chairman of the meeting will be appointed by the board members in attendance at the meeting by a majority of votes. The chairman of the meeting will appoint a minutes secretary for the meeting.
- 8.8 Minutes of the discussion in a board meeting will be kept by the minutes secretary of the meeting. The minutes will be adopted by the board, either in the same meeting or in the following meeting. The minutes will be signed by the chairman and minutes secretary of the meeting in which they were adopted as evidence of their adoption.

- 8.9 A board member may attend, address and exercise his voting right in a board meeting via electronic means of communication in person or represented by a person he has authorised in writing. The identity of the particular board member must be able to be adequately established and the member of the board must be able to directly follow the proceedings in the meeting.

Article 9. Decision-making.

- 9.1 Every board member has one vote on the board.
- 9.2 Insofar as the law or these articles of association do not prescribe a greater majority, all resolutions of the board will be adopted by an absolute majority of the votes cast.
- 9.3 If the votes are tied, the proposal is rejected, without prejudice to the provisions of article 10.3 of these articles of association.
- 9.4 Insofar as the law or these articles of association do not prescribe a larger quorum for the adoption of a resolution, the board can only take valid resolutions in a meeting if the majority of the board members in office are present or represented in the meeting.
- 9.5 If the regulations for convening and holding board meetings given in these articles of association have not been observed, valid board resolutions can only be taken in the meeting if all the board members in office are present or represented and none of the board members object to the decision-making at that point.
- 9.6 Board resolutions can also be adopted outside of meetings, in writing or in another manner, provided the particular proposal has been submitted to all the board members in office and none of them objects to this manner of decision-making. If a resolution has been adopted outside of a meeting and was not adopted in writing, the secretary of the board will prepare a report, which will be signed by the chairman and the secretary of the board. Written decision-making will take place by means of written statements from all board members in office.
- 9.7 A board member does not participate in the deliberations and decision-making process if (s)he has a direct or indirect personal interest that conflicts with the interests of the foundation and the organisation associated with it.
Such board member shall be deemed to not be able to act and the provisions of article 4.5 shall apply accordingly.
Without prejudice to the provisions of the previous sentences, the relevant board member does have the right to attend the relevant board meeting. If, on the basis of the provisions of the first sentences of this paragraph, no board member can participate in the decision-making process, the decision shall be taken by the board with a written record of the considerations underlying the decision.

Article 10. Voting.

- 10.1 All voting takes place orally. The chairman of the meeting can, however, decide that a voting will take place in writing. If the vote concerns persons, any member of the board present at the meeting can request that the voting takes place in writing. Written voting takes place using unsigned ballots.
- 10.2 Blank votes and invalid votes are regarded as not having been cast.
- 10.3 If, when electing persons, no-one has received the absolute majority of votes, a second free vote takes place. If once again no-one has received the absolute majority of votes, revotes will take place until either one person has received the absolute majority, or a vote takes place on two persons and the votes are tied. In the event of the forementioned revotes (not including the second free vote), each time the vote will be held on the persons who were voted on in the previous vote, with the exception of the person who received the lowest number of votes in the previous vote. If more than one person

received the lowest numbers of votes in the previous vote, it will be decided by drawing lots which of these persons will no longer be eligible for being voted on in the new vote. If during a vote between two persons the votes are tied, it will be decided by lots which of the two is elected.

- 10.4 Voting by acclamation is possible if none of the board members present at the meeting object to this.
- 10.5 The verdict pronounced at the meeting by the chairman of the meeting concerning the result of a vote will be decisive. The same applies for the content of a resolution adopted, to the extent that a vote is taken on a proposal that is not recorded in writing. If the accuracy of that verdict is contested immediately after it is pronounced, however, a new vote will be held if the majority of the board members present at the meeting so require, or, if the original vote did not take place by roll-call or by written ballot, if a board member present at the meeting so requires. The legal consequences of the original vote will no longer have effect as a result of this new vote.

CHAPTER IV. FINANCIAL YEAR, FINANCIAL STATEMENTS AND RECORDS.

Article 11. Financial year and financial statements.

- 11.1 The foundation's financial year coincides with the company's financial year.
- 11.2 The board is required to prepare financial statements and put these on paper every year within six months following the end of the financial year.
- 11.3 The financial statements comprise a balance sheet and profit-and-loss account.
- 11.4 Before adopting the financial statements, the board can have these audited by an auditor to be appointed by the board. The auditor will report to the board on his audit.

Article 12. Records.

- 12.1 The board is required to keep records of the foundation's financial situation and everything relating to the foundation's activities, according to the requirements arising from these activities, and keep the accounts, documents and other data carriers relating to this in such a way that the foundation's rights and obligations can be known at any time.
- 12.2 The board is required to retain the financial statements on paper, as well as the accounts, documents and other data carriers referred to above in this article 12 for seven years, without prejudice to the provisions of article 12.3 below.
- 12.3 The data saved to a data carrier, with the exception of the paper financial statements, can be transferred to another data carrier and saved, provided the transfer takes place with a correct and complete presentation of the data and these data are available for the entire retention period and can be made readable within a reasonable time frame.

CHAPTER V. MEETINGS OF DEPOSITARY RECEIPT HOLDERS; TRUST CONDITIONS

Article 13. Meetings of depositary receipt holders.

- 13.1 Meetings of depositary receipt holders are held if, pursuant to these articles of association or the trust conditions, the meeting of depositary receipt holders must adopt a resolution and also as frequently as the board deems desirable. At the written, substantiated request of depositary receipt holders representing at least one tenth of the collective nominal value of the depositary receipts issued, the board is required to convene a meeting of depositary receipt holders. If such a request is not honoured within fourteen days, the requesting parties are themselves authorised to convene the meeting.
- 13.2 A meeting of depositary receipt holders will be announced in writing with mention of the topics to be discussed, with notice of at least ten days. If the meeting has not been convened using written notice, or topics are discussed which were not mentioned in the notice, or less than ten days' notice was given for the meeting, decision-making is still possible provided at least three quarters of the depositary receipt holders are present or

represented at the meeting, no more than one quarter of depositary receipt holders object to the decision-making at that point and the meeting is held with the board's prior knowledge.

- 13.3 The meetings of depositary receipt holders are held in the municipality where the foundation has its registered office or in Delft, in Nijmegen or Rotterdam.
- 13.4 The following persons have access to the meeting: depositary receipt holders, the chairman of the meeting, the board members and any parties who have been invited by the meeting. A depositary receipt holder can have himself represented in the meeting by a fellow depositary receipt holder whom he has authorised in writing to do so. A depositary receipt holder may represent at most five fellow depositary receipt holders.
- 13.5 Each depositary receipt holder is entitled to one vote.
- 13.6 All resolutions for which these articles of association or the trust conditions do not provide otherwise will be adopted by an absolute majority of the votes cast. Blank votes will be regarded as not having been cast. If, when electing persons, no-one has received the absolute majority of votes, a second free vote takes place. If once again no-one has received the absolute majority of votes, revotes will take place until either one person has received the absolute majority or a vote takes place on two persons and the votes are tied. In the event of the aforementioned revotes (not including the second free vote), each time the vote will be held on the persons who were voted on in the previous vote, with the exception of the person who received the lowest number of votes in the previous vote. If during a vote between two persons the votes are tied, it will be decided by lots who is elected.
- 13.7 All voting takes place orally unless a depositary receipt holder present at the meeting requests a written vote, in which case the vote will take place by unsigned ballots.
- 13.8 The meetings will be chaired by the chairman of the board or his deputy. If this does not provide for the chair of the meeting, the meeting will itself provide for a chairman by a simple majority of votes.
- 13.9 Minutes of the proceedings in the meeting will be kept by a person to be appointed by the chairman of the meeting, which minutes will be adopted in and by the same or the next meeting, and then signed by the chairman and minutes secretary as evidence of this adoption.
- 13.10 The meeting of depositary receipt holders can adopt resolutions otherwise than in meetings, provided this occurs with the board's prior knowledge, at least three quarters of the depositary receipt holders have been given the opportunity to cast their vote and at least three quarters of the depositary receipt holders have declared in writing that they do not object to this manner of decision making. A resolution has been adopted in that case as soon as the required majority of the number of votes has been cast in writing in favour of the proposal.
- 13.11 The board will keep a record of a resolution adopted outside of a meeting, which record will be added to the minutes together with the documents referred to above in article 13.10.
- 13.12 A depositary receipt holder may attend, address and exercise his voting right in a meeting of depositary receipt holders via electronic means of communication in person or represented by a person he has authorised in writing. The identity of the particular depositary receipt holder must be able to be adequately established and the depositary receipt holder must be able to directly follow the proceedings in the meeting.

Article 14. Trust conditions.

- 14.1 The foundation will adopt trust conditions pursuant to a resolution by the board. The trust

conditions will be adopted by private deed.

- 14.2 The trust conditions can be amended pursuant to a resolution by the board. A resolution to amend the trust conditions requires the company's approval. The trust conditions can include further regulations concerning their amendment.

CHAPTER VI. AMENDMENT OF ARTICLES OF ASSOCIATION; DISSOLUTION AND LIQUIDATION.

Article 15. Amendment of articles of association.

- 15.1 The board is authorised to amend these articles of association. A resolution to amend the articles of association requires the company's approval.
- 15.2 A resolution by the board to amend the articles of association requires a majority of at least three quarters of the votes cast in a board meeting in which at least three quarters of the board members in office are present or represented. If at least three quarters of the board members in office are not present or represented at the meeting in which a proposal to amend the articles of association will be discussed, a second meeting will be convened, to be held no earlier than two weeks and no later than four weeks after the first meeting. A valid resolution on the proposal as it was up for discussion in the first meeting can be taken in this second meeting irrespective of the number of board members present or represented, provided this resolution is passed with a majority of at least three quarters of the votes cast.
- 15.3 A resolution to amend the provisions of these articles of association concerning the foundation's object, the composition and decision-making of the board, the acquisition or disposal or encumbrance of B shares in the company's capital, the meeting of depositary receipt holders, dissolution and liquidation, transfer of the foundation's task to another institution, as well as the provisions of this article 15.3 requires the approval of the meeting of depositary receipt holders, which cannot resolve to give its approval unless by a majority of at least three quarters of the votes cast at a meeting in which the majority of the depositary receipt holders are present or represented. When the meeting at which the approval for a resolution to amend the articles of association will be proposed is called, a copy of the resolution to amend the articles of association containing the literal text of the amendment must be appended to the notice convening the meeting.
- 15.4 If the majority of the depositary receipt holders are not present or represented in a meeting as referred to above in article 15.3, a second meeting will be convened, to be held no earlier than two weeks and no later than four weeks after the first meeting. A valid resolution on the proposal as it was up for discussion in the first meeting can be taken in this second meeting irrespective of the number of depositary receipt holders present or represented. In this second meeting a resolution can only be passed with a majority of at least three quarters of the votes cast.
- 15.5 When the meeting at which the approval for a resolution to amend the articles of association will be proposed is called, a copy of the proposal containing the literal text of the proposed amendment must be appended to the notice convening the meeting.
- 15.6 A notarial deed will be drawn up of an amendment of these articles of association. Any board member is authorised to have this deed executed.

Article 16. Dissolution and liquidation.

- 16.1 The foundation may be dissolved by a resolution to this end adopted by the board. A resolution to dissolve the foundation requires the company's approval.
- 16.2 The board's resolution to dissolve the foundation is subject to the provisions of articles 15.2, 15.3 and 15.4 of these articles of association, *mutatis mutandis*.
- 16.3 The use of the liquidation balance will also be determined in the decision to dissolve the

foundation.

- 16.4 In the event of the dissolution of the foundation pursuant to a board resolution, the board members will be the liquidators of the assets of the dissolved foundation.
- 16.5 During the liquidation the provisions of these articles of association will remain in effect as much as possible.
- 16.6 The shares held by the foundation will be transferred to the depositary receipt holders after the foundation's dissolution, with the revocation of the depositary receipts issued for these, unless the foundation's task will be transferred to another institution pursuant to a board resolution and the resolution to this end has been approved by the meeting of depositary receipt holders in the manner prescribed in articles 15.3 and 15.4 of these articles of association, in which case the shares held by the foundation will be transferred to this institution.
- 16.7 After conclusion of the liquidation, the accounts and documents of the dissolved foundation will be retained for the period prescribed by law in the custody of a person appointed for this purpose by the liquidators.
- 16.8 The relevant provisions of Book 2, Title 1 of the Dutch Civil Code also apply to the liquidation.