

NOTICE OF SPECIAL MEETING OF VOTING SHAREHOLDERS

When: September 16, 2022 at 10:00 a.m. (Toronto time)

Where: Virtual-only Meeting via live audio webcast online at <https://web.lumiagm.com/427201281>

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of holders of common shares ("**Common Shares**") and non-participating voting shares, series 1 (the "**Non-Participating Voting Shares**" and, together with the Common Shares, the "**Voting Shares**") of IBI Group Inc. ("**IBI**" or the "**Company**") will be held on September 16, 2022 at 10:00 a.m. (Toronto time) for the following purposes:

1. to consider, pursuant to an interim order (the "**Interim Order**") of the Ontario Superior Court of Justice (Commercial List) dated August 15, 2022, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in Appendix "B" to the Information Circular (as defined herein) (the "**Arrangement Resolution**"), approving a proposed arrangement (the "**Arrangement**") pursuant to Section 192 of the *Canada Business Corporations Act* (the "**CBCA**"), involving IBI, Arcadis N.V. ("**Arcadis**" or the "**Parent**"), Arcadis Canada Holding I Inc. and Arcadis Canada Holding II Inc. (together, with Arcadis Canada Holding I Inc., the "**Purchaser**") in accordance with the terms of an arrangement agreement dated July 18, 2022 (as amended on August 8, 2022) among IBI, Arcadis and the Purchaser, as more particularly described in the accompanying management information circular of the Company dated August 15, 2022 (the "**Information Circular**"); and
2. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Specific details of the matters to be put before the Meeting are set forth in the Information Circular. The full text of the plan of arrangement (the "**Plan of Arrangement**"), which gives effect to the Arrangement, is attached as Appendix "C" to the Information Circular. The full text of the Interim Order is attached as Appendix "D" to the Information Circular. The Notice of Application applying for the Final Order approving the Arrangement is attached as Appendix "E" to the Information Circular.

Holding a virtual meeting enables all holders of Voting Shares (the "**Voting Shareholders**"), regardless of geographic location and Voting Share ownership, to have an equal opportunity to participate at the Meeting. Voting Shareholders will not be able to attend the Meeting in person. Instead, registered holders of Voting Shares (the "**Registered Voting Shareholders**") and duly appointed proxyholders will be able to virtually attend, participate and vote at the Meeting online using the virtual LUMI platform. At the Meeting, you will have the opportunity to ask questions in real time and vote on Meeting matters. The Information Circular contains important information and detailed instructions about how to participate at the Meeting. IBI view the use of technology-enhanced shareholder communications as a method to making the Meeting more accessible and permitting a boarder base of Voting Shareholders to participate in the Meeting. The virtual-only format for the Meeting will also help continue mitigating health and safety risks to the community, Voting Shareholders, employees and other stakeholders in light of the ongoing COVID-19-related risks.

Registered Voting Shareholders at the close of business on August 8, 2022 (the "**Record Date**") are entitled to receive notice of, attend and vote at the Meeting.

If you are not a Registered Voting Shareholder and instead receive materials through your broker, investment dealer, bank, trust company or other intermediary (each, an "**Intermediary**") please complete the form of proxy or voting instruction form provided to you by your Intermediary in accordance with the instructions provided therein.

It is important to us that you exercise your vote at the Meeting. If you are a Registered Voting Shareholder, please complete and sign the enclosed applicable instrument of proxy and mail it to or deposit it with TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, ON M1S 0A1, or follow the instructions in such documents to vote electronically, or plan to attend the virtual Meeting and vote online. Even if you plan to attend the virtual Meeting, you may still vote via proxy. In order to be acted upon at the Meeting, validly completed instruments of proxy must be returned by 10:00 a.m. (Toronto time) on September 14, 2022, or, if the Meeting is adjourned or postponed, at least

48 hours prior to such adjourned or postponed Meeting (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario). The chair of the Meeting may waive, without notice, the time limit for deposit of proxies.

The proxyholder has discretion under the accompanying form of proxy to consider such further and other business as may properly be brought before the Meeting or any adjournment thereof. Voting Shareholders who are planning on returning the accompanying form of proxy or voting instruction form are encouraged to review the Information Circular carefully before submitting the proxy form or voting instruction form.

Pursuant to the Interim Order, Registered Voting Shareholders have been granted the right to dissent with respect to the Arrangement Resolution and, if the Arrangement is completed, to be paid the fair value of their Voting Shares by the Purchaser in accordance with the provisions of Section 190 of the CBCA, as modified by the Interim Order and the Plan of Arrangement. A Registered Voting Shareholder's right to dissent is more particularly described in the Information Circular, as well as in the text of the Interim Order and the text of Section 190 of the CBCA, which are attached as Appendix "D" and Appendix "G", respectively, to the Information Circular. To exercise such right to dissent, a Registered Voting Shareholder must send to IBI, c/o Bennett Jones LLP, 3400 One First Canadian Place, P.O. Box 130, Toronto, Ontario, M5X 1A4, Attention: Robert W. Staley, Email: StaleyR@BennettJones.com, a written objection to the Arrangement Resolution not later than 4:30 p.m. (Toronto time) on the date that is two Business Days immediately preceding the date of the Meeting, as it may be adjourned or postponed from time to time. **Failure to strictly comply with the requirements set forth in Section 190 of the CBCA, as modified by the Interim Order and the Plan of Arrangement, may result in the loss of any right of dissent.**

Persons who are beneficial owners of Voting Shares ("Beneficial Voting Shareholders") registered in the name of an Intermediary who wish to dissent should be aware that only Registered Voting Shareholders are entitled to dissent. Accordingly, a Beneficial Voting Shareholder desiring to exercise the right of dissent must make arrangements for the Voting Shares beneficially owned by such Beneficial Voting Shareholder to be registered in the Beneficial Voting Shareholder's name prior to the time the written objection to the Arrangement Resolution is required to be received by, or on behalf of, IBI or, alternatively, make arrangements for the registered holder of such Voting Shares to dissent on behalf of the Beneficial Voting Shareholder. It is strongly recommended that any Voting Shareholder wishing to dissent seek independent legal advice.

DATED this 15th day of August, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS
OF IBI GROUP INC.**

(signed) "*Michael Nobrega*"

Michael Nobrega
Chair of the Board of Directors