

Agenda

The Annual General Meeting of Fugro N.V. will be held on Wednesday 8 May 2013 at 2pm (CET) at the Crowne Plaza Den Haag – Promenade hotel in The Hague, The Netherlands.

- 1 Opening of the meeting
- 2 Report of the Board of Management and the Supervisory Board for the year 2012
- 3 Adoption of the 2012 Financial Statements*
- 4 Discharge of the members of the Board of Management for their management*
- 5 Discharge of the members of the Supervisory Board for their supervision*
- 6 Dividend: allocation of the 2012 profits and the distribution of dividend*
- 7 (Re)appointment of members of the Supervisory Board
 - a reappointment of Mrs. M. Helmes*
 - b appointment of Mr. J.C.M. Schönfeld*
- 8 Appointment of Mr. S.J. Thomson as member of the Board of Management*
- 9 Authorisation of the Board of Management to have Fugro acquire its own (certificates of) shares*
- 10 Authorisation of the Board of Management to:
 - a issue shares and/or grant rights to subscribe for shares*
 - b restrict and/or exclude pre-emption rights in respect of shares*
- 11 Any other business
- 12 Closing of the meeting

* These agenda items will be put to a vote at the meeting.



Explanatory notes to the agenda

Agenda item 2

Report of the Board of Management and the Supervisory Board for the year 2012

This agenda item includes, amongst others, the discussion of the report by the Board of Management and the discussion of the report by the Supervisory Board. The Board of Management will give a presentation on the performance of Fugro in 2012. Shareholders and the holders of certificates of shares will be invited to discuss this performance.

Agenda item 3

Adoption of the 2012 Financial Statements

This agenda item includes the proposal to adopt the 2012 Financial Statements.

Agenda item 4

Discharge of the members of the Board of Management for their management

It is proposed to discharge the members of the Board of Management in office during 2012 from all liability in relation to the exercise of their duties in the financial year 2012, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2012 financial statements.

Agenda item 5

Discharge of the members of the Supervisory Board for their supervision

It is proposed to discharge the members of the Supervisory Board in office during 2012 from all liability in relation to the exercise of their duties in the financial year 2012, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2012 financial statements.

Agenda item 6

Allocation of the 2012 profits and the distribution of dividend

It is proposed to pay a dividend of EUR 2.00 on each (certificate of a) share with a nominal value of EUR 0.05. The dividend can, at the option of the holder of (certificates of) shares, be paid entirely in cash. If no choice for cash has been made on 28 May 2013 (at 3pm CET), the dividend will be paid in (certificates of) shares with any remaining fraction being settled in cash. The exchange ratio of the dividend in (certificates of) shares will be published on 3 June 2013 before trading hours, based on the volume weighted average price of certificates of shares Fugro N.V. traded on NYSE Euronext Amsterdam on 29, 30 and 31 May 2013. No trading will take place on NYSE Euronext Amsterdam in dividend rights. The dividend will be paid (and the (certificates of) shares will be provided) as of 7 June 2013. Approval of this resolution includes the resolution to issue a number of shares to the extent necessary to pay out the stock dividend and also includes the resolution to exclude the pre-emption rights in relation to the issue.

Agenda item 7a

Reappointment of Mrs. M. Helmes as member of the Supervisory Board

As announced on 8 March 2013 the Supervisory Board proposes that Mrs. Marion Helmes, who is scheduled to step down by rotation after the Annual General Meeting (AGM) on 8 May 2013, be reappointed as member of the Supervisory Board for a term of four years, with effect from 8 May 2013. This term will end at the end of the AGM in 2017. This proposal is not binding.

Mrs. Helmes (1965) has the German nationality. She is CFO of Celesio AG, Stuttgart, Germany and member of the Supervisory Board of Brocacef Holding N.V., Maarssen, The Netherlands. She complies with the statutory regime limiting the number of supervisory positions that may be held by supervisory directors under the recently adopted Act on Management and Supervision of Management (*Wet Bestuur en Toezicht*).

Mrs. Helmes holds no (certificates of) shares in Fugro.

In view of her industry knowledge, her experience in general and financial management, being active as CFO and her contribution to both the Supervisory Board and the Audit Committee, the Supervisory Board proposes to reappoint Mrs. Helmes. After her reappointment Mrs. Helmes remains a member of the Audit Committee.

Agenda item 7b

Appointment of Mr. J.C.M. Schönfeld as member of the Supervisory Board

As announced on 14 March 2013 the Supervisory Board proposes that Mr. Maarten Schönfeld be appointed as member of the Supervisory Board for a term of four years, with effect from 8 May 2013. This term will end at the end of the AGM in 2017. This proposal is not binding.

Mr. Schönfeld (1949) has the Dutch nationality and he is, amongst others, member of the Supervisory Board of ARCADIS N.V., S&B Industrial Minerals S.A. (Athens), the Technical University Delft (Netherlands) and the Dutch Authority Financial Markets (AFM). Between 1977 and 2001, Mr. Schönfeld held several positions with Royal Dutch Shell Plc, including CFO of Deutsche Shell and Shell Netherlands. From 2001 until 2008, he was CFO and vice-chairman of the Board of Management of Stork B.V. and from 2006 until 2012 member of the Financial Reporting & Accountancy Committee of the AFM. He holds a MBA from INSEAD Business School, Fontainebleau.

Mr. Schönfeld complies with the statutory regime limiting the number of supervisory positions that may be held by supervisory directors under the recently adopted Act on Management and Supervision of Management (*Wet Bestuur en Toezicht*) as well as the profile drawn up by the Supervisory Board. He meets the independence criteria of best practice provision III.2.2 of the Dutch Corporate Governance Code. Diversity has been, and will continue to be, an important consideration in the selection processes for (re)appointment of Supervisory Directors. At the same time, the first priority when considering vacancies is quality, expertise, experience, independence, nationality and age.

Mr. Schönfeld holds no (certificates of) shares in Fugro.

In view of his broad knowledge and experience in international business, his strong financial background and experience as CFO and Supervisory Director of listed companies, the Supervisory Board proposes to appoint Mr. Schönfeld. After his appointment Mr. Schönfeld will succeed Mr. J.A. Colligan as chairman of the Audit Committee of the Supervisory Board.

Agenda item 8

Appointment of Mr. S.J. Thomson as member of the Board of Management

As announced on 8 March 2013 the Supervisory Board proposes that Mr. Stephen Thomson be appointed as member of the Board of Management for a term of four years, with effect from 8 May 2013. This term will end at the end of the AGM in 2017. This proposal is not binding.

Mr. Thomson (1958) has the Australian nationality and joined Fugro in 2000 following the acquisition of Geoterrex which became part of the Airborne Geophysics business. Currently he is Director Subsea Services and Director of the Geoscience division. He holds a degree in Geophysics from Queen's University, Canada, as well as an MBA.

The main elements of the director services agreement with Mr. Thomson (as applicable after his appointment) are available on Fugro's website. Mr. Thomson holds 9,423 Fugro shares and 200,700 employee options to acquire Fugro shares.



Agenda item 9**Authorisation of the Board of Management to have Fugro acquire its own (certificates of) shares**

It is proposed that the Board of Management be authorised, in due observance of the statutory requirement, for a period of 18 months as from 8 May 2013 until 8 November 2014, to, subject to the approval of the Supervisory Board, cause Fugro to purchase its own (certificates of) shares, up to a maximum of 10% of the issued capital at the date of acquisition, provided that Fugro will hold no more (certificates of) shares in stock than at maximum 10% of the issued capital, either through purchase on a stock exchange or otherwise, at a price, excluding expenses, not lower than the nominal value of the shares and not higher than 10% above the average of the closing price of the certificates of the shares on NYSE Euronext Amsterdam for the five business days before the day on which the purchase is made. This authorisation to purchase own (certificates of) shares provides the Board of Management the required flexibility to fulfil its obligations deriving from employee stock options, stock dividend or for other purposes. If granted, this authorisation will replace the authorisation granted at the 2012 AGM.

Agenda item 10a**Authorisation of the Board of Management to issue shares and/or grant rights to subscribe for shares**

It is proposed that the Board of Management be designated, in accordance with section 2:96 Dutch Civil Code, as the corporate body which is authorised for a period of 18 months as of 8 May 2013 until 8 November 2014, to, subject to the approval of the Supervisory Board, resolve on the issue of – and/or on the granting of rights to subscribe for all ordinary shares and all sorts of financing preference shares in which the authorised capital of Fugro is divided at the date of the relevant resolution. The authorisation of the Board of Management with respect to the issue of ordinary shares and financing preference shares and/or the grant of rights to subscribe for ordinary shares and financing preference shares will be limited to 10% of the issued capital of Fugro at the time of the issue plus an additional 10% of the issued capital of Fugro at the time of the issue in connection with or on the occasion of mergers and acquisitions. If granted, this authorisation will replace the authorisation granted at the 2012 AGM.

Agenda item 10b**Authorisation of the Board of Management to restrict and/or exclude pre-emption rights in respect of shares**

Further, it is proposed that the Board of Management be designated, in accordance with section 2:96a Dutch Civil Code, as the corporate body which is authorised for a period of 18 months as of 8 May 2013 until 8 November 2014, subject to the approval of the Supervisory Board, to restrict and/or to exclude pre-emption rights that accrue to shareholders upon issue of (grant of rights to subscribe for) ordinary shares and all sorts of financing preference shares, on the understanding that this authorisation of the Board of Management is limited to a number of ordinary shares and financing preference shares amounting to 10% of the issued capital at the time of issue plus an additional 10% of the issued capital of Fugro at the time of the issue in connection with or on the occasion of mergers and acquisitions. If granted, this authorisation will replace the authorisation granted at the 2012 AGM.

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The Agenda, the Explanatory notes to the agenda and other meeting documents are available on Fugro's corporate website: www.fugro.com.

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