



Fugro N.V. ('Fugro') invites its shareholders and holders of certificates of shares (*depository receipts*) to attend an Extraordinary General Meeting ('EGM'), to be held at the offices of Fugro, Veurse Achterweg 10, 2264 SG Leidschendam, The Netherlands, on **Wednesday 27 November 2013 at 11.00am (CET)**.

### Agenda

1. Opening of the meeting
2. Appointment of a member of the Board of Management\*
  - a) appointment of Mr. P.A.H. Verhagen
  - b) approval remuneration component as compensation for loss of rights
3. Any other business
4. Closing of the meeting

\* *This agenda item 2 entails both agenda item 2a and agenda item 2b which will be put to a vote jointly*

### Meeting documents (available on the corporate website: [www.fugro.com/governance/](http://www.fugro.com/governance/))

- Notice and information on attending the EGM
- Agenda with the explanatory notes
- Main elements of the management services agreement with Mr. P.A.H. Verhagen
- Total number of outstanding shares and voting rights
- Proxy and voting instruction form for holders of certificates of shares
- Proxy, voting instruction and reply form for shareholders
- Electronic voting: [www.abnamro.com/evoting](http://www.abnamro.com/evoting)

### Information on attending the EGM

#### Record Date

You may attend the EGM if, on **Wednesday 30 October 2013** after closing of the books (the 'Record Date'), you are holder of Fugro shares or certificates of shares and meet the notification conditions below.

#### Notification

##### **Holders of shares registered in the shareholders' register**

Holders of shares, who wish to attend the EGM either in person or by proxy, must notify Fugro. This notification must be received by Fugro (attn. Mr. W.G.M. Mulders, P.O. Box 41, 2260 AA Leidschendam, The Netherlands, fax +31 (0)70 3202703 or, preferably, by e-mail: [w.mulders@fugro.com](mailto:w.mulders@fugro.com)), no later than **Wednesday 20 November 2013 at 5.00pm (CET)**. A reply form (also to be used as power of attorney and voting instruction) will be sent to shareholders. This form is also available on [www.fugro.com/governance/](http://www.fugro.com/governance/).

##### **Holders of certificate of shares (held via the giro system)**

Holders of certificates of shares, who wish to attend the EGM either in person or by proxy, must notify through the intermediary responsible for administering their certificates or through [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than **Wednesday 20 November 2013 at 5.00pm (CET)**.

Intermediaries must, no later than **Thursday 21 November at 5.30pm (CET)**, present a statement to ABN AMRO Bank N.V. ('ABN AMRO') via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) identifying the number of certificates of shares held by the holder on the Record Date which are to be presented for registration for the EGM. In addition, intermediaries are requested to include the full address details of the relevant holders in order to be able to verify the holding of certificates of shares on the Record Date in an efficient manner.

Holders of certificates of shares will then receive from ABN AMRO, through their intermediary, an admission document for the EGM by post or by e-mail. This admission document must be presented when registering for the meeting.

#### Proxies

##### **Holders of shares**

Holders of shares who wish to have themselves represented by a proxy (whether or not including a voting instruction), must register as described above and deposit a power of attorney. For this purpose, shareholders can use the power of attorney which is available on [www.fugro.com/governance/](http://www.fugro.com/governance/).

**Certificate holders**

Holders of certificates of shares who wish to have themselves represented by a proxy (whether or not including a voting instruction), must register as described above and deposit a power of attorney. For this purpose, they can use the power of attorney printed on the admission document received from ABN AMRO or the power of attorney available on [www.fugro.com/governance/](http://www.fugro.com/governance/).

Proxies must be received by Fugro (attn. Mr. W.G.M. Mulders, P.O. Box 41, 2260 AA Leidschendam, The Netherlands, fax +31(0)70 3202703 or, preferably, by e-mail: [w.mulders@fugro.com](mailto:w.mulders@fugro.com)) no later than **Thursday 21 November 2013 at 5.00pm (CET)**.

**Electronic proxy including voting instruction**

Holders of certificates of shares may grant an electronic power of attorney including a voting instruction via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to SGG Netherlands N.V. in Amsterdam no later than **Thursday 21 November 2013 at 5.00pm (CET)**.

**Fugro Trust Office Foundation (Stichting Administratiekantoor Fugro)**

A certificate holder's notification to attend the EGM will be treated as a request to the Fugro Trust Office Foundation to grant a proxy to vote in respect of the number of (underlying) shares for which certificates have been issued to the holder (as stated in the admission document mentioned above). Such certificate holders may exercise their voting rights provided that they attend the EGM either in person or by proxy and taking into account the provisions of section 2:118a of the Dutch Civil Code. The Board of Fugro Trust Office Foundation has the intention to attend the EGM and to vote the shares for which it carries out the administration, insofar as certificate holders (or their proxies) do not use the aforementioned proxy to vote.

**Registration for admission and identification**

The EGM starts at 11.00am. Registration for admission to the EGM will take place on 27 November 2013 from 10.30am until 10.55am. After this time registration is no longer possible.

Participants of the EGM should carry a valid identification document and to show this upon request.

Leidschendam, 14 October 2013

Board of Management Fugro N.V.  
Board of Fugro Trust Office Foundation