



FUGROGROUP

Speak Up Procedure

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Introduction

Fugro's Code of Conduct describes how we would like to conduct our business, wherever we are in the world and under any circumstances. Work is more than just providing the best services to our clients. We also have to conduct our business in the right way by doing the right thing. Whilst focussing on delivery excellence and teamwork, we would like to do business responsibly, care for our customers and serve all stakeholders.

At Fugro we are committed to high standards of integrity and openness in our work. This is only truly meaningful if we remind each other of our commitment whenever we see something inappropriate. In this way we help each other and we help Fugro as a company.

To maintain our high standards, we furthermore encourage our employees who have concerns about a (suspected) violation of our Code of Conduct to speak up and share their concerns with us. We understand that it takes courage to speak up. That is why we would like to be a company culture without fear of punishment or unfair treatment for raising such concerns.

If you believe that a situation may be in violation of the law or inconsistent with our values, or if it simply does not feel right, please do not keep it to yourself. When you tell us about any concerns you may have regarding health risks, fraud, bribery, harassment or other types of inappropriate behaviour, you enable us to take action and improve the situation.

This Speak Up Procedure gives you guidance on how to raise these kinds of concerns in a confidential manner – if requested.

I hope you will contribute to ensuring that Fugro remains an excellent place to work by speaking up and raising any concern you may have. We highly appreciate your contribution!

Mark Heine
CEO

Executive summary

Why are you encouraged to speak up?

At Fugro we are committed to high standards of integrity and openness in our work. To maintain our high standards, we encourage our employees - as well as other stakeholders - who have concerns about a (suspected) violation of our Code of Conduct to speak up. When you share your concerns with us, you enable us to take action and correct the situation.

No retaliation

Fugro will not tolerate retaliation against you for raising a concern or requesting an official investigation into a matter (filing a 'Report') in good faith. If you report in bad faith this could lead to disciplinary measures.

Reporting channels

You can use the following channels to raise your concerns or file a Report into a suspected violation of the Code of Conduct:

- your own manager or supervisor or his/her manager,
- a Human Resources representative,
- a Confidential Advisor,
- an in-house legal counsel,
- an email to Code.of.Conduct@Fugro.com.

If you do not feel comfortable using any of the above reporting channels you can contact the external reporting line (www.convercent.com/Report) which offers the possibility to file a Report anonymously.

What happens when you file a Report?

All Reports will be handled by the Corporate Integrity Committee. This Committee consists of the General Counsel/Chief Compliance Officer, Head of Internal Audit and Global Director Human Resources. If the Corporate Integrity Committee concludes that concerns you raised in your Report are (partly) well-founded then it will decide on appropriate remedial measures. These can include disciplinary measures against the offender(s) and/or organisational measures (i.e. processes and procedures) to prevent such an incident from happening again.

What if you only need advice or support?

If you are uncertain whether a particular situation is or is not a violation of our Code of Conduct, or if you are looking for support in filing a Report, you are encouraged to first raise your concern on a confidential basis with your manager or supervisor, a local Human Resources representative, an (local) in-house legal counsel, or with a (local) Confidential Advisor. They will be able to offer you advice.

Full procedure applies

Please note that this executive summary only provides highlights; the full Speak Up Procedure is the binding text.

1. General

1.1 Why are you encouraged to speak up?

Fugro encourages a culture of openness in which we all help to improve our daily operations. A culture in which we all feel comfortable raising questions and concerns related in any way to our Code of Conduct.

If you believe that a situation may be in violation of the law or inconsistent with our values or if it simply does not feel right, please do not keep it to yourself. When you tell us about any concerns you may have, you enable us to take action and correct the situation. Before it is too late.

Although some of you may be nervous about raising such concerns, we encourage you to speak up as soon as something worries you. If you remain silent about a possible violation of our Code of Conduct, this can only make the situation worse.

1.2 Who may use this Speak Up Procedure?

We invite all employees as well as other stakeholders with a valid business interest in improving Fugro's business (e.g. suppliers, contractors, seconded personnel) to raise concerns. The aim should always be to improve Fugro and to ensure we all work responsibly, based on Fugro's values and Code of Conduct.

2. No retaliation

2.1 How do we prevent negative effects on you?

Fugro will not tolerate negative effects when you raise a concern and/or (subsequently) decide to file a formal report ("Report") in good faith. The concept of 'good faith' is explained in the next paragraph. If you feel you have been or are being punished or treated unfairly by anyone, please inform us via the same channels which you used to file your Report. In case of retaliation against you, the appropriate management level will be instructed by the Corporate Integrity Committee¹ to ensure that disciplinary measures are taken against the offender(s).

It may be that you wish to report a possible violation of our Code in which you personally participated. When dealing with a Report of this kind - and in deciding on possible disciplinary actions - Fugro will take into account as a mitigating factor that you were the person who brought the matter to light.

2.2 Good faith or bad faith?

Those who raise a concern in good faith will not be put at a disadvantage as a result of speaking up. In this context good faith means that a person in similar circumstances would reasonably believe or suspect that our Code of Conduct was violated and that it is reasonable to raise a concern and/or file a Report in that case. If upon investigation no violation of our Code of Conduct is discovered, no action will be taken against you - unless you raised your concern in bad faith.

¹ See page 9 for details on the Corporate Integrity Committee.

Reporting in bad faith means you know that what you are reporting is substantially not true, and that you are abusing the reporting procedure because (a) you have personal grievances, or (b) for your personal benefit only. Fugro does not tolerate reporting in bad faith. Filing a Report in bad faith will result in disciplinary consequences for you in accordance with the Policy on Disciplinary Measures. To the extent applicable, you may also have to pay damages.

3. Confidentiality

3.1 How do we protect your identity?

All Reports will be handled in a confidential manner. You can help us protect your identity by being discreet and by limiting the circle of people with whom you share your concerns. If you file a Report in person, the recipient will know your identity. That person is not allowed to communicate your identity to others without your permission. The only exceptions are if:

- Fugro is under a legal or regulatory obligation to disclose the information and your identity; or
- you filed a Report in bad faith.

Where possible you will be informed prior to your identity being communicated to anybody else.

Sometimes keeping your identity confidential can hinder or complicate an investigation. Sometimes it even prevents Fugro from being able to take appropriate actions. In such instances, you will be asked for permission to share your identity. Your identity will only be shared (after you have given your permission) with persons who need to know the identity in order to be able to conduct a proper investigation.

4. Scope of this Speak Up Procedure

4.1 What kind of issues can be raised?

Employees and stakeholders are encouraged to raise a concern and/or file a Report if they believe an issue is in violation of the law, or not entirely in line with Fugro's values or with our Code of Conduct. This Speak Up Procedure is not intended to channel complaints about terms of employment, annual appraisals or similar matters.

4.2 What kind of issues must be raised?

Certain issues present risks which are so high, you cannot allow them to be ignored.

This is the case for circumstances which:

- can endanger the health or safety of any person²; or
- seem to be in violation of a law for which a person could go to jail or for which Fugro could end up paying a substantial fine (like fraud, theft, bribery and/or anti-competitive behaviour).

Where such circumstances are suspected these must be reported immediately by any employee.

4.3 What if you do not have all the facts?

Please raise your concern and/or file a Report, even if you do not have all the facts. Remember that the aim is to improve Fugro and to ensure that we all follow our Code of Conduct. Please do not start an investigation yourself. We leave that to experienced investigators appointed by the Corporate Integrity Committee.

4.4 What if you only need advice or support?

If you are uncertain whether a particular situation is or is not a violation of our Code of Conduct, or if you are looking for support in filing a Report, you are encouraged to first raise your concern on a confidential basis with your manager or supervisor, a local Human Resources representative, an (local) in-house legal counsel, or with a (local) Confidential Advisor. They will be able to offer you advice on possible next steps. They can also assist you in identifying the correct channels for filing your Report. As indicated above, they cannot disclose your identity without your permission.

5. Reporting channels and procedures

5.1 Which channels can you use to file a Report?

We hope that you feel sufficiently comfortable in your work environment to raise your concerns and/or file a Report with your own manager or supervisor (or his/her manager). This method is encouraged because it is the fastest way to clear up any misunderstandings and to ensure an open working environment throughout the organisation.

Therefore the preferred channel for raising your concerns or filing a Report is:

- your own manager or supervisor (or his/her manager).

If you feel uncomfortable discussing a concern or filing a Report with your manager or supervisor, if it is not possible to do so, or if you are dissatisfied with the outcome, you may choose to raise your concern or file your Report through these local channels:

- Human Resources representative;
- a Confidential Advisor; or
- an in-house legal counsel.

² Please note that health, safety and security related issues (e.g. unsafe conditions, situations or acts) which put you or your work colleagues in serious and imminent danger must always be reported via the quickest means possible through normal line management channels i.e. verbally via your supervisor or manager. This Speak Up Procedure only applies with regard to health, safety and security issues if you feel that the issue is not dealt with adequately by line management.

Reports relating to a suspected violation of the Code by members of the Board of Management can be filed directly with the chairman of the Supervisory Board of Fugro N.V. The same applies in case you suspect that a member of the Corporate Integrity Committee is involved in a violation.

If access is difficult or if you feel uncomfortable approaching any of the people above (for example because you fear retaliation) you can raise your concerns:

- by sending an (anonymous) email to Code.of.Conduct@fugro.com.

If you do not feel comfortable using any of the above reporting channels you can also:

- contact our independent external reporting line: the Speak Up line - available on a 24/7 basis (www.Convercent.com/Report). This system is operated by an independent third-party provider and the reporting data are stored outside our company. The system allows you to report a possible irregularity in complete confidence and without the need to reveal your identity - unless you choose to do so.

5.2 How to file a Report and what to expect?

You can file a Report about a (suspected) violation of our Code of Conduct in person, by mail, by telephone or by email. A Report to the external Speak Up line can be filed by going to the relevant webpage or locally by dialling a toll-free telephone number (also to be found on the webpage (www.Convercent.com/Report)). Fugro will arrange for ways to communicate with you in your native language.

When filing a Report please provide any information you have available and think could be relevant or may be useful (without conducting an investigation yourself; we leave that to experienced investigators). This will enable the recipient to assess the matter as quickly as possible. Examples of relevant information are a description of what you saw, heard or experienced; the relevant background; the reason for your concern; and the names, dates and places related to your concern. The information received will only be shared with others within or outside the company if and to the extent this is required to appropriately deal with the report and the issues raised in it.

To file a Report you can use the template provided in the Annex to this Speak Up Procedure, but feel free to file a Report in a format of your choice.

If your identity and contact details are known, receipt of your Report will be acknowledged within 10 working days. If you use the external Speak Up line, a written Report made by the external supplier of the Speak Up line will be sent to the Corporate Integrity Committee.

Fugro cannot guarantee the outcome expected or desired by you as reporter. However, Fugro is committed to dealing with your genuine concerns in a fair and appropriate manner.

5.3 What happens after you file a Report?

Reported cases are handled by the Corporate Integrity Committee which consists of the General Counsel/Chief Compliance Officer, Head of Internal Audit and Global Director Human Resources. The Corporate Integrity Committee reports directly to the Chief Executive Officer and the Chief Financial Officer.

- The Corporate Integrity Committee will have each reported case screened and will determine:
 - whether it gives rise to a reasonable suspicion of a violation of our Code of Conduct, and/or its underlying policies; and
 - whether a different procedure applies (e.g. annual appraisals or QHSSE).

Where reasonably possible and if your identity and contact details are known, you will be informed as to whether the matter will be investigated further or not and whether a different procedure may apply.

- Reports that qualify for further investigation will be investigated under instruction from the Corporate Integrity Committee which may delegate this task to one or more of its members. The Corporate Integrity Committee can appoint one or more investigators. The investigators have the authority to instruct others to take temporary measures (e.g. in order to ensure that physical evidence or digital information is properly safeguarded). Employees are required to cooperate with an investigation and to provide any available information and documentation requested by an investigator.
- Where reasonably possible and if your identity and contact details are known, within eight weeks of the date that you filed your Report, the investigator(s) will inform you of the status of the investigation. If they cannot provide that information within eight weeks, they will give you a new date when you may expect to receive a status update. Please note that the status update will only be an update on the status of the investigation and will not include any details relating to the investigation or any persons being investigated.
- In case your Report raised a concern about (a) specific person(s), this/these person(s) will be informed by the investigator about the suspected violation during the course of the investigation. Fugro will ask the person(s) to give their view on the alleged facts and – at a later stage - on the results of the investigation. If your identity is known, this/these person(s) will not be informed about your identity without your prior permission.
- The results of the investigation are presented to the Corporate Integrity Committee which passes judgement on the matter. If the Corporate Integrity Committee concludes that concerns you raised in your Report are (partly) well-founded (i.e., a violation of our Code of Conduct or its underlying policies has taken place) then it will decide on appropriate remedial measures. These can include disciplinary measures against the offender(s) and/or organisational measures (i.e. processes and procedures) to prevent such an incident from happening again.

The appropriate management level within Fugro will be instructed by the Corporate Integrity Committee to execute the remedial measures. The Corporate Integrity Committee will monitor that its instructions are executed properly.

- Finally, where appropriate and if your identity and contact details are known, you will be informed as to whether a violation was found and, if so, that a decision was taken by the Corporate Integrity Committee. No further details can be given in view of both the privacy and legal position of the person(s) that your Report was about.

If, after careful consideration, you as the reporter feel that your Report has not been investigated professionally or not been performed correctly in line with this procedure, you should inform the Corporate Integrity Committee directly (cic@fugro.com).

6. Privacy

6.1 How do we use your personal information?

At Fugro, we are committed to protecting the privacy of everyone involved in the investigation to the fullest extent possible and in accordance with applicable laws. Any personal data obtained as part of any investigation set out in this procedure will only be used for the purposes described in this document. Such data will only be given to those persons who need to know. The only exceptions are if:

- Fugro is under a legal or regulatory obligation to disclose the information; or
- you filed a Report in bad faith.

In both these cases, disclosure of any personal data will only take place to the extent necessary to comply with applicable law or take the appropriate measures in respect of any bad faith reporting.

7. External disclosure

7.1 Should you ever raise a concern externally?

In case of suspected irregularities we urge you to make use of the reporting channels listed in this Speak Up Procedure. In case local law allows you to raise a serious misconduct externally, i.e. directly to the media, to a government authority or to another third party not being the independent external Speak Up line (www.Convercent.com/Report)³, you should always follow the Fugro Media Policy and first file a Report as described in this Speak Up Procedure or discuss your plans with the General Counsel/Chief Compliance Officer or the Corporate Integrity Committee.

³ Use of the independent Speak Up line is not considered to be a form of raising a concern externally - Reports received via the Speak Up line are dealt with internally by Fugro.

Only consider reporting externally if:

- you have carefully evaluated the matter first, and
- following this internal Speak Up Procedure is not in the best interest of Fugro and its stakeholders, and
- there is no potentially less damaging option available, and
- an important and urgent public interest is at stake or it is required by applicable law.

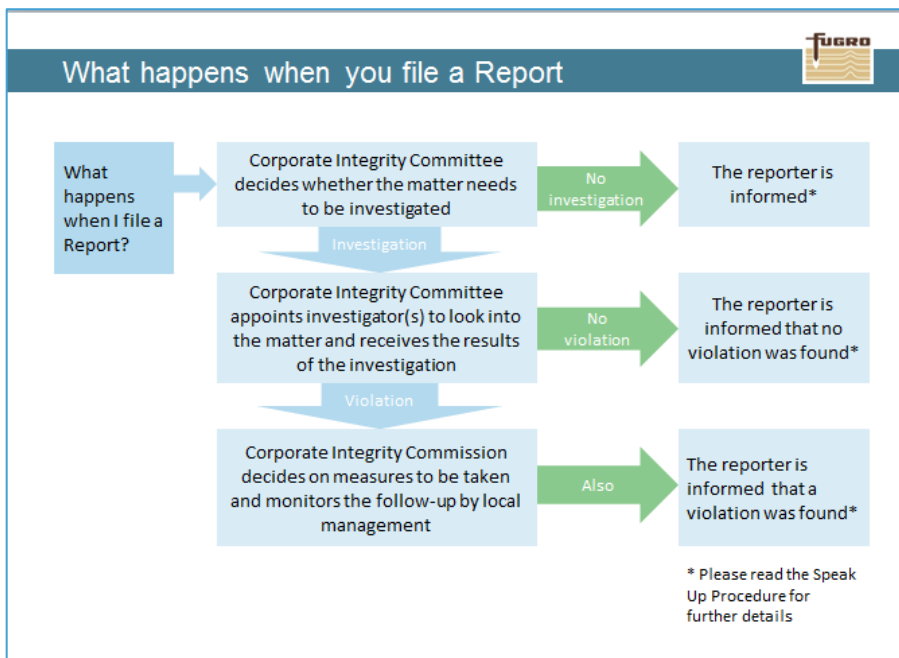
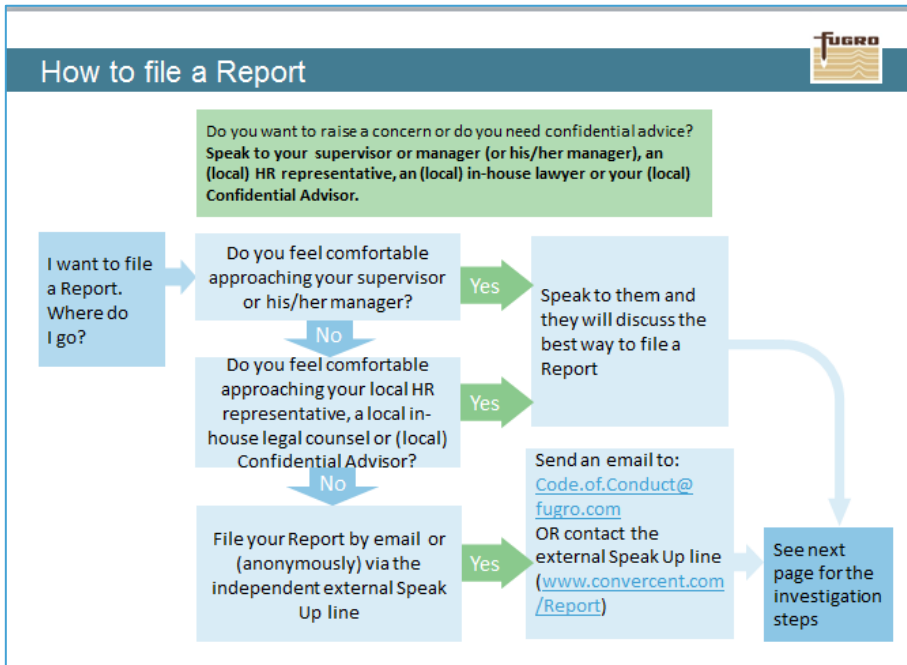
Always make sure that:

- you minimise the possible negative impact of your actions on Fugro, its stakeholders and on the people involved; and
- the external party that you consider reporting to is able to effectively organise appropriate action against the alleged violation of our Code of Conduct.

Where to go for additional information?

- your (local) Human Resources representative, (local) Confidential Advisor or (local) in-house legal counsel, the General Counsel/Chief Compliance Officer; or
- Fugro InSite.

Visual recap





Annex:

You can use this template to file a Report with your supervisor or manager (or his/her manager), with your (local) Human Resources representative, with your (local) Confidential Advisor or via Code.of.Conduct@fugro.com. Use of this template is optional; please feel free to use any format you feel comfortable with.

Do you want your identity to remain confidential?

Please note that the recipient of this Report (supervisor or manager, local Human Resources representative, or local Confidential Advisor) will be aware of your identity. He/she will not share your identity unless you give your permission to do so. Alternatively, you can send the template anonymously to Code.of.Conduct@fugro.com or you can use the external Speak Up line or web service (www.Convercent.com/Report).

I give permission to the recipient of this form to share my personal information with those who are directly involved in the investigation of the possible violation described in this form.

Yes No

Personal information

Your name (first and last name):

Click here to enter text.

Your preferred phone number (this may be your private phone number):

Click here to enter text.

Your preferred e-mail address (this may be your private email address):

Click here to enter text.

Best time to communicate with you (including time zone you are in):

Click here to enter text.

Best way to communicate with you:

Phone:

e-mail:

in person:

Name of your operating company / corporate department:

Click here to enter text.



Report of possible violation

What is the possible violation of our Code of Conduct you want to report?

[Click here to enter text.](#)

Do you have a serious suspicion or are you sure?

Serious suspicion
I am sure

When did it occur? (Please estimate if exact dates are not known)

[Click here to enter text.](#)

Where did it occur? (Please fill in the location, document or transaction, as applicable)

[Click here to enter text.](#)

Who, in your opinion, are the persons involved? (Please fill in the first and last names and functions to the fullest extent possible)

First name - last name - function

- | | | |
|---------------------|-----------------|----------|
| 1. Enter first name | Enter last name | Function |
| 2. Enter first name | Enter last name | Function |
| 3. Enter first name | Enter last name | Function |
| 4. Enter first name | Enter last name | Function |

What, in your opinion, is the potential damage (financially or otherwise) to Fugro? (To the extent you have visibility on this)

[Click here to enter text.](#)

Do you think it will happen again?

No
Yes
Not sure

Personal action

How did you become aware of the situation?

[Click here to enter text.](#)

Have you reported the situation to anyone else within Fugro first?
no, why not:

[Click here to enter text.](#)



yes, the outcome was (please include name(s) of person/people to the extent you feel comfortable with that):

[Click here to enter text.](#)

Do you know of any other person(s) who is/are aware of the situation, but who is/are not personally involved? (please include name(s) of person/people to the extent you feel comfortable with that)?

No

Yes (please include name(s) of person/people to the extent you feel comfortable with that)

[Click here to enter text.](#)

Do you have any physical evidence, which you can share with the investigators? (Please only provide evidence you have readily available, please do not investigate yourself; we leave that to experienced investigators)

No

Yes (please describe the physical evidence, such as documents, you may have):

[Click here to enter text.](#)

Please provide any additional information you have which you believe may be relevant:

[Click here to enter text.](#)

Thank you!