
The Annual General Meeting ("AGM") of Fugro N.V. ("Fugro") will be held virtually on Friday 22 April 2022 at 2pm (CET)

Agenda

- 1 Opening and notifications
- 2 Report of the Board of Management for the year 2021 (*for discussion*)
- 3 Report of the Supervisory Board for the year 2021
 - a) Report (*for discussion*)
 - b) Remuneration report 2021 (*advisory vote*)
- 4 Adoption of the 2021 financial statements (*for resolution*)
- 5 Discharge
 - a) Discharge of the members of the Board of Management for their management (*for resolution*)
 - b) Discharge of the members of the Supervisory Board for their supervision (*for resolution*)
- 6 Composition of the Supervisory Board: reappointment of Mr A.J. Campo (*for resolution*)
- 7 Reappointment of auditor to audit the 2023 financial statements (*for resolution*)
- 8 Authorisation of the Board of Management to:
 - a) issue (or grant rights to acquire) shares up to 10% (*for resolution*)
 - b) limit or exclude pre-emption rights in respect of issuances and/or grants in connection with agenda item 8a (*for resolution*)
- 9 Authorisation of the Board of Management to repurchase shares (*for resolution*)
- 10 Any other business
- 11 Closing of the meeting

Explanatory notes to the agenda

Agenda item 2

Report of the Board of Management for the year 2021

This agenda item includes the discussion of the report by the Board of Management which is included in the 2021 annual report on pages 7-88. The Board of Management will give a presentation on market developments, Fugro's profile and strategy, its performance in 2021, mid-term outlook and trading update over the first quarter of 2022.

Agenda item 3a

Report of the Supervisory Board for the year 2021

The Supervisory Board reports on its activities during the financial year 2021. The report is included in the 2021 annual report on pages 91-98.

Agenda item 3b

Remuneration report 2021

The remuneration report will be submitted to the General Meeting for an advisory vote. The report is included in the 2021 annual report on pages 100-109 and published separately on Fugro's website.

Agenda item 4

Adoption of the 2021 financial statements

It is proposed to adopt the 2021 financial statements, which are included in the 2021 annual report on pages 111-185. As previously announced, it has been decided to not propose a dividend over 2021 to shareholders.

Agenda item 5a

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 2021 from all liability in relation to the exercise of their duties in the financial year 2021, to the extent that such exercise is apparent from the financial statements, the announcements during a general meeting or other public disclosures prior to the adoption of the 2021 financial statements.

Agenda item 5b

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 2021 from all liability in relation to the exercise of their duties in the financial year 2021, to the extent that such exercise is apparent from the financial statements, the announcements during a general meeting or other public disclosures prior to the adoption of the 2021 financial statements.

Agenda item 6

Composition of the Supervisory Board: reappointment of Mr A.J. Campo

The second four-year term of Mr. Campo as member of the Supervisory Board expires at the end of the AGM on 22 April 2022. Mr. Campo is eligible and available for reappointment. In accordance with its policy and rules, the Supervisory Board proposes for continuity reasons to reappoint Mr. Campo as a member of the Supervisory Board for a period of two years with effect from 22 April 2022, ending by close of the AGM to be held in 2024. Mr. Campo complies with the statutory regime limiting the number of supervisory positions that may be held by supervisory directors under section 2:142a of the Dutch Civil Code, the independence criteria of the Dutch Corporate Governance Code, he fits the profile drawn

up by the Supervisory Board and his reappointment is in line with the Diversity Act, which took effect on 1 January 2022.

Mr. Campo's details for the proposed reappointment in accordance with section 2:142(3) of the Dutch Civil Code are:

Name	Mr. A.J. Campo Mejia
Date of birth	14 December 1957
Nationality	Colombian
Supervisory/ non-executive directorship	Vice-chairman Board Basin Holdings, Non-executive director of National Energy Services Reunited Corporation
Previous positions and directorships	Multitude of senior management positions at Schlumberger and CEO of Integra Group
Fugro shares and/or options	None

The nomination for the reappointment of Mr. Campo is based on, inter alia, his senior management roles in the global energy services business and especially his experience in emerging markets and with large multidisciplinary projects, as well as his knowledge of the Fugro business. In the past eight-year period, Mr. Campo has made a valuable contribution to the Supervisory Board, notably as member of both the nomination committee and the remuneration committee. His cultural background contributes to Supervisory Board diversity.

Agenda item 7

Reappointment of auditor to audit the 2023 financial statements

The general meeting is the corporate body authorised to appoint the (external) auditor that will audit the financial statements of Fugro. Ernst & Young Accountants LLP (EY) was first appointed in 2015 to audit the 2016 financial statements. At the AGM held on 22 April 2021 EY was reappointed to audit the 2022 Financial Statements. The audit committee has independently evaluated the performance of EY as Fugro's external auditor of the past year, with input from the Board of Management, the Director Internal Audit and other relevant Fugro staff. This evaluation has been discussed in the Supervisory Board. In line with the recommendation of the audit committee and the Board of Management and in line with applicable legislation, the Supervisory Board proposes to reappoint EY to audit the 2023 financial statements.

Agenda item 8a

Authorisation of the Board of Management to issue (or grant rights to acquire) shares up to 10%

It is proposed that the Board of Management be designated, in accordance with section 2:96 of the Dutch Civil Code, as the corporate body authorised to, subject to the approval of the Supervisory Board, resolve on the issue of – and/or on the granting of rights to acquire ordinary shares and/or all sorts of financing preference shares in which the authorised capital of Fugro is divided.

The authorisation of the Board of Management is requested for a period of 18 months as of 22 April 2022 until 22 October 2023 (inclusive) and will be limited to 10% of the issued capital of Fugro at the date of this AGM. If granted, this authorisation will replace the issue authorisation granted at the 2021 AGM.

Agenda item 8b

Authorisation of the Board of Management to limit or exclude pre-emption rights in respect of issuances and/or grants in connection with agenda item 8a

It is proposed that the Board of Management be designated, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorised to, subject to the approval of the Supervisory Board, limit or exclude pre-emption rights in relation to any issue (or grant of rights to acquire) ordinary shares as described in agenda item 8a. The authorisation is requested for a period of 18 months as of 22 April 2022 until 22 October 2023 (inclusive) and will be limited to 10% of the issued capital at the date of this AGM. If granted, this authorisation will replace the authorisation granted at the 2021 AGM.

The authorisation of the Board of Management to issue shares and limit or exclude pre-emption rights is an annually recurring item because the Board of Management considers it in the interest of Fugro and its shareholders to be able to react in a timely manner when certain opportunities or circumstances arise that require the issue of shares. Therefore, the Board of Management would like to have the authority to issue shares when such occasions occur, and to exclude the pre-emption rights in situations where it is imperative to be able to act quickly, without having to request the prior approval of Fugro's shareholders, for which an extraordinary shareholders' meeting would have to be convened, which would take valuable time or create disruptive market speculations.

Agenda item 9

Authorisation of the Board of Management to repurchase shares

It is proposed that the Board of Management be authorised, in due observance of the statutory requirements, to, subject to the approval of the Supervisory Board, cause Fugro to repurchase shares in its own capital. The authorisation is requested for a period of 18 months as of 22 April 2022 until 22 October 2023 (inclusive) and is limited to a maximum of 10% of the issued capital at the date of acquisition, provided that Fugro will hold no more 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 shares on Euronext Amsterdam for the five business days preceding the date on which the repurchase is made. This authorisation to repurchase own shares provides the Board of Management the required flexibility to fulfil its obligations deriving from employee option and share plans, stock dividend or for other purposes. If granted, this authorisation will replace the authorisation granted at the 2021 AGM.

The notice, agenda and the explanatory notes to the agenda and other meeting documents are available on: <http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings>.