
Notice and information on attending the Extraordinary General Meeting of Fugro N.V.



Fugro N.V. ('Fugro') invites its shareholders and holders of certificates of shares (*depository receipts*) to attend the Extraordinary General Meeting ('EGM'), to be held at the offices of Fugro N.V., Veurse Achterweg 10, Leidschendam, The Netherlands, on **Thursday 14 December 2017 at 2.00pm (CET)**.

Agenda

- 1 Opening and Notifications
- 2 Appointment of a member of the Board of Management (*for resolution**)
 - a) *appointment of Mr. Øystein Løseth*
 - b) *approval remuneration components*
- 3 Amendment of the articles of association (*for resolution*)
- 4 Any other business
- 5 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 (this clarification was added on Wednesday 1 November 2017).*

Meeting documents (as from today available on the website: www.fugro.com/about-fugro/corporate-governance/shareholder-meetings and, free of charge, at the office of Fugro)

- Notice and information on attending the EGM
- Agenda with the explanatory notes
- Main elements management services agreement with Mr. Øystein Løseth
- Proposed amendments to the articles of association ("triptych")
- Total outstanding share capital and voting rights
- Power of attorney, voting instruction and reply form for holders of shares
- Power of attorney and voting instruction for holders of certificates of shares

Information on attending the EGM

Record Date

You may attend the EGM if, on **Thursday 16 November 2017** 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), no later than **Thursday 7 December 2017 at 5.30pm (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/about-fugro/corporate-governance/shareholder-meetings.

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 no later than **Thursday 7 December 2017 at 5.30pm (CET)**.

Intermediaries

Intermediaries must, no later than **Friday 8 December 2017 at 5.30pm (CET)**, present a statement to ABN AMRO Bank N.V. ('ABN AMRO') via 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 AGM. 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, holders of shares can use the power of attorney which is available on www.fugro.com/about-fugro/corporate-governance/shareholder-meetings.

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/about-fugro/corporate-governance/shareholder-meetings.

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) no later than **Thursday 7 December 2017 at 5.30pm (CET)**.

Electronic proxy including voting instruction for certificate holders

Holders of certificates of shares may grant an electronic power of attorney including a voting instruction via www.abnamro.com/evoting to SGG Financial Services B.V. in Amsterdam no later than **Thursday 7 December 2017 at 5.30pm (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 or insofar as section 2:118a paragraph 2 of the Dutch Civil Code is applied.

Registration for admission and identification

The EGM starts at 2.00pm (CET). Registration for admission to the AGM will take place on Thursday 14 December 2017 from 1.00pm until 1.55pm. 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, Tuesday 31 October 2017

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