

NOTICE AND INFORMATION ON THE VIRTUAL EXTRAORDINARY GENERAL MEETING OF FUGRO N.V.

Fugro N.V. ("**Fugro**") will hold an Extraordinary General Meeting ("**EGM**") on **Monday 30 November 2020 at 2pm (CET)**. Due to the COVID-19 outbreak, Fugro has decided that the EGM will be held entirely virtually.

Agenda

- 1 Opening and notifications
- 2 Cornerstone placement, rights issue and related resolutions (*for resolution**)
 - a) Authorisation of the Board of Management to issue – and/or grant rights to acquire ordinary shares in connection with the proposed cornerstone placement and to limit or exclude pre-emption rights in respect of such issuances and/or grants
 - b) Authorisation of the Board of Management to issue – and/or grant rights to acquire – ordinary shares in connection with the proposed rights issue and to limit or exclude pre-emption rights in respect of such issuances and/or grants
 - c) Authorisation of the Board of Management to issue – and/or grant rights to acquire – ordinary shares in connection with the anti-dilution protection mechanisms included in the 2021 convertible bonds and the 2024 convertible bonds and to limit or exclude pre-emption rights in respect of such issuances and/or grants
 - d) Amendment of the articles of association providing for the increase of the number of ordinary shares included in the share capital of Fugro
 - e) Amendment of the articles of association providing for the consolidation of ordinary shares in the share capital of Fugro
 - f) Amendment of the articles of association providing for the reduction of the nominal value of the ordinary shares in the share capital of Fugro
- 3 Composition of the Supervisory Board: appointment of Mr. Sj.S. Vollebregt (*for resolution*)
- 4 Any other business
- 5 Closing of the meeting

** Agenda item 2a through agenda item 2f constitute separate resolutions. Since each of the resolutions will be required to implement the cornerstone placement and the rights issue, these resolutions will be put to a vote jointly as one single voting item. Agenda item 2 requires a two-thirds majority of the votes cast in a general meeting in which at least half of the issued share capital is represented.*

*** The term 'shares' as used in this notice should, with respect to ordinary shares issued by Fugro, be construed to include certificates of ordinary shares (also referred to as 'depository receipts for ordinary shares'), unless the context otherwise requires.*

**** Each proposal to amend the articles of association includes the proposal to authorise each managing director of Fugro as well as each lawyer, candidate civil-law notary and paralegal practicing with De Brauw Blackstone Westbroek N.V. to execute the respective notarial deed of amendment of the articles of association.*

***** This convening notice also serves as a notice convening a meeting of holders of ordinary shares to be held simultaneously with the EGM and with the proposal to approve the resolution under agenda item 2f of the EGM. All dates or deadlines referred to in this notice shall be applicable to both the EGM and the meeting of holders of ordinary shares.*

Meeting documents (as from today available on the website:

<https://www.fugro.com/aboutfugro/corporategovernance/shareholdermeetings> and, free of charge, at the office of Fugro in Leidschendam at Veurse Achterweg 10 and at the offices of Fugro in Amsterdam at Zekeringstraat 41a, the Netherlands)

- Notice and information on the virtual EGM
- Agenda with the explanatory notes
- Annex to agenda item 2 – Cornerstone placement, rights issue and related resolutions
- Triptych I amendment of the articles of association of Fugro N.V. with an unofficial English translation
- Triptych II amendment of the articles of association of Fugro N.V. with an unofficial English translation
- Triptych III amendment of the articles of association of Fugro N.V. with an unofficial English translation
- 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 the virtual EGM

Video Webcast - COVID-19

The EGM will be held virtually and holders of shares and holders of certificates of shares shall not be able to access the EGM physically. The EGM can be followed via a video webcast that will be available via <https://www.fugro.com/aboutfugro/corporategovernance/shareholdermeetings>.

Record Date

Persons will be entitled to vote at the EGM if they are registered as a holder of shares or a holder of certificates of shares on **Monday 2 November 2020** after closing of the books (the "**Record date**").

Voting through the e-voting platform

Holders of shares and holders of certificates of shares may grant an electronic proxy including a voting instruction via www.abnamro.com/evoting to IQ EQ Financial Services B.V. in Amsterdam, whereby holders of shares should select "Registrar" as intermediary and holders of certificates through the intermediary which is responsible for administering their certificates of shares, no later than **Monday 23 November 2020 at 5:30pm (CET)**.

Intermediaries

Intermediaries must, no later than **Tuesday 24 November 2020 at 11:30am (CET)**, present a statement to ABN AMRO via www.abnamro.com/intermediary identifying the number of certificates of shares held by the holder on the Record Date for which the holder of certificates of shares has given voting instructions.

Voting by email

Holders of shares and holders of certificates of shares, who wish to submit a proxy by email, must notify Fugro through www.abnamro.com/evoting and select as intermediary ABN AMRO REGISTRAR as from Tuesday 3 November 2020. Such holders will then receive from ABN AMRO Bank N.V. a registration document by email. This registration document, together with a completed proxy and a statement which confirms the holding of shares or certificates of shares on the Record date must be emailed to Fugro via ir@fugro.com no later than **Monday 23 November 2020 at 5:30pm (CET)**. The proxy form is available <https://www.fugro.com/aboutfugro/corporategovernance/shareholdermeetings>. A timely submitted duly completed proxy will be considered a vote cast in writing ahead of the EGM by the proxy holder.

Questions

Holders of shares and holders of certificates of shares may submit questions about the items on the agenda to Fugro by email in advance of the EGM. The questions regarding the various agenda items may be addressed by sending an email to ir@fugro.com no later than **Friday 27 November 2020 at 2pm (CET)**. Timely submitted questions will, possibly combined, be answered within reason during the EGM. Persons who submitted questions in advance may submit follow-up questions during the EGM via email. The answers will also be included in the minutes of the EGM to be posted on Fugro's website.

Fugro Trust Office Foundation (Stichting Administratiekantoor Fugro)

A proxy of a holder of certificates of shares 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 of shares have been issued to the holder. Such holders of certificates of shares may exercise their voting rights provided that they grant a proxy in accordance with the above 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 vote the shares for which it carries out the administration, insofar as holders of certificates of shares (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. In view of the EGM being held virtually, voting by the Fugro Trust Office Foundation shall take place ahead of the EGM in writing by means of a letter or email.

Leidschendam, 19 October 2020

Board of Management Fugro N.V.

Board of Fugro Trust Office Foundation

Important Notice

This document is being made available to you for the purposes of inviting you to vote at the EGM. It does not constitute an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in the United States, Canada, Japan, Australia or any other jurisdiction where to do so might constitute a breach of any applicable law. This document is not a prospectus. If you are located or resident in one of the aforementioned jurisdictions, you are restricted from accessing certain materials that describe further the offering of securities referred to herein, including the reasons for such offering.

The securities referred herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There is no intention to register any securities referred to herein in the United States or to make a public offering of such securities in the United States.