



## Press Release

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**THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER OF SECURITIES IN ANY JURISDICTION.**

Leidschendam, the Netherlands, 10 December 2020

### Fugro announces the completion of the Rump Offering

With reference to today's announcement regarding the take up of 91.9% of new certificates ("Offer Certificates") representing ordinary shares in the capital of Fugro N.V. ("Fugro" or the "Company") offered in the rights offering (the "Rights Offering") and the subsequent offering of the Rump Certificates (as defined below) (the "Rump Offering"), the Company announces that, after market close today, 7,533,993 Rump Certificates were sold by way of private placements to eligible institutional and professional investors in the Netherlands and certain other eligible jurisdictions at a price of EUR 3.95 per Rump Certificate.

The 7,533,993 Rump Certificates consist of (i) Offer Certificates that were issuable upon the exercise of rights but that were not validly subscribed for during the "Exercise Period" that ended today, 10 December at 10:00 CET (or 12:00 CET for intermediaries), (ii) certificates representing Offer Shares<sup>1</sup> not validly subscribed for during the Share Subscription Offering<sup>2</sup> and (iii) certificates representing Offer Shares that Registered Shareholders<sup>3</sup> could have subscribed for had they not been excluded from the Share Subscription Offering.

#### Excess Amount

The aggregate proceeds for the Rump Certificates sold in the Rump Offering exceeded the aggregate issue price for such Rump Certificates by EUR 1.83 per Rump Certificate (the "Excess Amount"). As the Excess Amount divided by the total number of unexercised rights in the Rights Issue is more than EUR 0.01, each holder of a transferable subscription right for an Offer Certificate ("Right") that was not exercised at the end of the Exercise Period, each Registered Shareholder that did not validly participate in the Share Subscription Offering and each Registered Shareholder who could have subscribed for Offer Shares had they not been excluded from the Share Subscription Offering will be entitled to receive c. EUR 1.55 for each unexercised Right, unexercised non-transferable right or entitlement, as applicable (the "Unexercised Rights Payment").

The Unexercised Rights Payments will be distributed as soon as practicable after the settlement date for the Rights Issue on 14 December 2020 and will be credited to the relevant holders of Rights through the facilities of Euroclear Nederland or directly to Registered Shareholders that did not validly participate or were excluded from

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<sup>1</sup> Certain holders of registered ordinary shares other than Stichting Administratiekantoor Fugro (each a "Registered Shareholder") as at the Record Date were granted non-transferable subscription rights to subscribe for new ordinary shares (the "Offer Shares") pro rata to the number of ordinary shares they hold. The Share Subscription Offering was made only in certain European Economic Area (the "EEA") member states and the United Kingdom and is referred to as the "Share Subscription Offering".

<sup>2</sup> See footnote 1.

<sup>3</sup> See footnote 1.



participating in the Share Subscription Offering, as applicable. Unexercised Rights Payments will be made in euro only without interest and after withholding of any applicable taxes.

Fugro expects that the Certificates to be issued in connection with the Rights Issue will be listed and admitted to trading on Euronext Amsterdam at 09:00 CET on or about 14 December 2020, barring unforeseen circumstances.

Barclays, ING and Rabobank (in cooperation with its partner Kepler Cheuvreux) are acting as Joint Global Coordinators and Joint Bookrunners (the "Joint Global Coordinators"), as well as ABN AMRO, BNP Paribas, Credit Suisse and HSBC, acting as Joint Bookrunners (altogether the "Underwriters") for the Rights Issue.

Following the successful completion of the Rump Offering and as mentioned in Fugro's press release of 1 December 2020, the new EUR 225 million revolving credit facility will be increased with an additional EUR 25 million effective from the first business day following settlement of the Rights Issue.

### Additional information

For more information on Fugro, the Rights Offering, an explanation of the mechanics of the Rights Issue for (retail) shareholders, a document with answers to frequently asked questions as well as the prospectus for the Rights Offering (the "Prospectus") itself, reference is made to <https://www.fugro.com/investors/refinancing>. For other questions please contact ABN AMRO who will act as the Subscription, Listing and Paying Agent with respect to the Rights Offering via +31 20 3442000 / [as.exchange.agency@nl.abnamro.com](mailto:as.exchange.agency@nl.abnamro.com).

### For more information please contact

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### About Fugro

Fugro is the world's leading Geo-data specialist, collecting and analysing comprehensive information about the Earth and the structures built upon it. Adopting an integrated approach that incorporates acquisition and analysis of Geo-data and related advice, Fugro provides solutions. With expertise in site characterisation and asset integrity, clients are supported in the safe, sustainable and efficient design, construction and operation of their assets throughout the full lifecycle. Employing approximately 9,500 talented people in 61 countries, Fugro serves clients around the globe, predominantly in the energy and infrastructure industries, both offshore and onshore. In 2019, revenue amounted to EUR 1.6 billion. Fugro is listed on Euronext Amsterdam.

### Regulated Information

This press release contains information that qualifies as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

### Cautionary Statement

Neither this announcement nor any part of it is an offer to sell or a solicitation of any offer to buy any securities issued by Fugro N.V. (the "Company") in the United States of America, Canada, Japan, Australia or any other jurisdiction.



In any EEA Member State, other than the Netherlands, and the United Kingdom, this communication is only addressed to and is only directed at qualified investors in that Member State or the United Kingdom within the meaning of the Prospectus Regulation (EU) 2017/1129, as amended.

Neither this announcement nor any part of it is for publication or distribution, directly or indirectly, in whole or in part, in or into the United States of America, (including its territories and possessions, any state of the United States and the District of Columbia) (the "United States"). Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into 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.

This announcement does not constitute a prospectus within the meaning of the Prospectus Regulation (EU) 2017/1129, as amended, and does not constitute an offer to acquire securities. Any offer to acquire the securities referred to herein will be made, and any investor should make his investment, solely on the basis of information that is contained in the Prospectus made generally available in the Netherlands in connection with such offering. Copies of the Prospectus may be obtained free of charge through the website of the Company.

In the United Kingdom, this announcement and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, persons who are "qualified investors" (as defined in the Prospectus Regulation (EU) 2017/1129, as amended) who are (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order or (iii) persons to whom it would otherwise be lawful to distribute them, all such persons together being referred to as "Relevant Persons". Persons who are not Relevant Persons should not take any action on the basis of this announcement and should not act or rely on it.

This announcement contains forward-looking statements, which reflect the Company's current views, expectations, assumptions and information regarding future events and financial and operational development. Without limitation, any statements including words such as "intend", "expect", "anticipate", "target", "may", "believe", "plan", "estimate" and other expressions which imply indications or predictions of future development or trends, and which are not based on historical facts, are forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development and the actual results, performance or events may differ materially from those described in forward-looking statements. Neither the Company, the Joint Global Coordinators and the Joint Bookrunners nor any of their respective affiliates assumes any obligations to update any forward-looking statements.

## **Information to Distributors**

Solely for the purposes of the product governance requirements of Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II") and local implementing measures, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the securities the subject of the Offer have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible

counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the securities may decline and investors could lose all or part of their investment; the securities offer no guaranteed income and no capital protection; and an investment in the securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the securities.

Each distributor is responsible for undertaking its own target market assessment in respect of the securities and determining appropriate distribution channels.

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