

**TRIPTYCH I  
UNOFFICIAL ENGLISH TRANSLATION<sup>1</sup>  
AMENDMENT OF THE ARTICLES OF ASSOCIATION OF  
FUGRO N.V.**

Fugro N.V. ("**Fugro**") proposes to reinforce its equity position by means of the Cornerstone Placement and the Rights Issue (as defined in the Agenda). The proposals are further explained in the agenda and notes thereto relating to the extraordinary general meeting of Fugro to be held on Monday 30 November 2020 (the "**Agenda**").

Fugro proposes to amend its articles of association three times:

- (i) The purpose of the first amendment is to increase the number of ordinary shares in the authorised capital of Fugro (the "**Capital Increase**");
- (ii) The purpose of the second amendment is to consolidate the ordinary shares in the share capital of Fugro (the "**Share Consolidation**"); and
- (iii) The purpose of the third amendment is to reduce the nominal value of the ordinary shares in the share capital of Fugro (the "**Capital Reduction**").

This triptych contains the amendments proposed in connection with the first amendment, the Capital Increase. The first column sets out the current text of the articles of association. The second column contains the proposed amendments of the Capital Increase compared to the current text of the articles of association. The third column provides an explanation to the proposed amendments. This triptych further sets out the preamble and the final provisions of the deed of amendment of the articles of association to implement the Capital Increase.

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<sup>1</sup> A Dutch version of this Triptych is also available and can be viewed and downloaded via [www.fugro.com](http://www.fugro.com). In the event of any differences, either in interpretation or otherwise between this English translation and the Dutch version, the Dutch language will prevail.

**DRAFT DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION FUGRO N.V.**

On the [●] day of [●] two thousand and [●] appeared before me, [●], civil law notary in Amsterdam:

[●].

The individual appearing before me declares that on the thirtieth day of November two thousand and twenty the general meeting of the public limited liability company: **Fugro N.V.**, with seat in Leidschendam, address at Veurse Achterweg 10, 2264 SG Leidschendam, the Netherlands and Trade Register number 27120091, resolved to amend the articles of association of this company and to authorise the person appearing to execute this deed.

In order to implement these resolutions, the individual appearing before me declares to amend the company's articles of association as follows:

This concerns the preamble of the draft deed of amendment of the articles of association.

<u>CURRENT ARTICLES OF ASSOCIATION</u>	<u>PROPOSED AMENDMENT</u>	<u>EXPLANATION</u>
<p style="text-align: center;"><b><u>Capital and Shares.</u></b> <b><u>Article 3.</u></b></p>	<p style="text-align: center;"><b><u>Capital and Shares.</u></b> <b><u>Article 3.</u></b></p>	
<p>3.1. The authorized capital of the company is sixteen million euro (EUR 16,000,000). The authorized capital is divided into:</p> <p>(i) one hundred and forty million (140,000,000) ordinary shares, with a nominal value of five euro cent (EUR 0.05) each;</p> <p>(ii) one hundred and sixty million (160,000,000) cumulative white-knight preference shares, with a nominal value of five euro cent (EUR 0.05) each, hereinafter called: protective preference shares;</p> <p>(iii) ten million (10,000,000) cumulative financing preference shares, with a nominal value of five euro cent (EUR 0.05) each, which can be subdivided into two series of five million (5,000,000) cumulative financing preference shares, series FP1</p>	<p>3.1. The authorized capital of the company is <del>sixteen million</del> [●] euro (EUR <del>16,000,000</del> [●]).</p> <p>The authorized capital is divided into:</p> <p>(i) <del>one hundred and forty million</del> [●] (<del>140,000,000</del> [●]) ordinary shares, with a nominal value of five euro cent (EUR 0.05) each;</p> <p>(ii) one hundred and sixty million (160,000,000) cumulative white-knight preference shares, with a nominal value of five euro cent (EUR 0.05) each, hereinafter called: protective preference shares;</p> <p>(iii) ten million (10,000,000) cumulative financing preference shares, with a nominal value of five euro cent (EUR 0.05) each, which can be subdivided into two series of five million (5,000,000) cumulative financing</p>	<p>The contemplated share issuances, including the Cornerstone Placement and the Rights Issue, require an increase in the number of ordinary shares in the authorised capital of Fugro, as a result of which the aggregate amount of the authorised capital will also increase.</p> <p>The number of ordinary shares that will be included in the authorised capital depends on the number of ordinary shares issued in connection with the Cornerstone Placement and the Rights Issue. It is proposed to increase the number of ordinary shares in the authorised capital to a number equal to 200% of the total number of ordinary shares issued immediately following the implementation of the Rights Issue, whereby the number of ordinary shares in the authorised capital will be rounded upwards to the nearest multiple of ten million. Reference is made to the Agenda.</p>

<p>and FP2, hereinafter called: financing preference shares; and</p> <p>(iv) ten million (10,000,000) cumulative convertible financing preference shares, with a nominal value of five euro cent (EUR 0.05) each, which can be subdivided into two series of five million (5,000,000) cumulative convertible financing preference shares, series CPA1 and CPA2, hereinafter called: convertible financing preference shares.</p> <p>For the purposes of these articles of association the series of financing preference shares and the series of convertible financing preference shares are to be regarded as separate classes of shares.</p>	<p>preference shares, series FP1 and FP2, hereinafter called: financing preference shares; and</p> <p>(iv) ten million (10,000,000) cumulative convertible financing preference shares, with a nominal value of five euro cent (EUR 0.05) each, which can be subdivided into two series of five million (5,000,000) cumulative convertible financing preference shares, series CPA1 and CPA2, hereinafter called: convertible financing preference shares.</p> <p>For the purposes of these articles of association the series of financing preference shares and the series of convertible financing preference shares are to be regarded as separate classes of shares.</p>	<p>The aggregate authorised capital shall be equal to the number of shares included in the authorised capital following the Capital Increase times the nominal value of EUR 0.05 per share.</p>
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**DRAFT DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION FUGRO N.V.**

Finally the individual appearing before me declares that at the time of execution of this deed, the issued share capital of the company amounts to [●] euro (EUR [●]).

A document in evidence of the resolutions referred to in the opening statements of this deed, is attached to this deed.

The original copy of this deed was executed in Amsterdam, on the date mentioned at the top of this deed. I summarised and explained the substance of the deed. The individual appearing before me confirmed having taken note of the deed's contents and having agreed to a limited reading of the deed. I then read out those parts of the deed that the law requires. Immediately after this, the individual appearing before me, who is known to me, and I signed the deed at [●].

This concerns the final provision of the draft deed of amendment of the articles of association.

This amendment of the articles of association will become effective simultaneously with the issue of the ordinary shares and the issue of the certificates for those ordinary shares in connection with the Rights Issue.