

TRIPTYCH III
UNOFFICIAL ENGLISH TRANSLATION¹
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 third amendment, the Capital Reduction. The first column sets out the text of the articles of association as they will read after the amendment of the articles of association pursuant to the Share Consolidation (for an explanation thereto reference is made to Triptych II). The second column contains the proposed amendments of the Capital Reduction compared to the text of the articles of association as they will read following the Share Consolidation. 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 Reduction.

¹ A Dutch version of this Triptych is also available and can be viewed and downloaded via 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>ARTICLES FOLLOWING SHARE CONSOLIDATION (TRIPTYCH II)</u>	<u>PROPOSED AMENDMENTS</u>	<u>EXPLANATION</u>
<p style="text-align: center;"><u>Capital and Shares.</u> <u>Article 3.</u></p>	<p style="text-align: center;"><u>Capital and Shares.</u> <u>Article 3.</u></p>	
<p>3.1. The authorized capital of the company is [●] euro (EUR [●]).</p> <p>The authorized capital is divided into:</p> <p>(i) [●] ([●]) ordinary shares, with a nominal value of [[●] euro and [●] euro cent (EUR [●]) 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 [●]<u>[sixteen million][●]</u> euro (EUR [●]<u>[16.000.000][●]</u>).</p> <p>The authorized capital is divided into:</p> <p>(i) [●]<u>[one hundred and forty million][●]</u> ([●]<u>[140.000.000][●]</u>) ordinary shares, with a nominal value of [[●] euro and [●] euro cent (EUR 0.05[●]) each;</p> <p>(ii) <u>[one hundred and sixty million][●]</u> (<u>[160,000,000][●]</u>) 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</p>	<p>Pursuant to the Share Consolidation, the nominal value of the ordinary shares will have increased. The purpose of the Capital Reduction is to decrease the nominal value of each (consolidated) ordinary share to EUR 0.05, whereby the difference shall be added to the share premium reserve maintained for the ordinary shares. As a result of the Capital Reduction, all classes of shares will again have the same nominal value.</p> <p>Two scenarios can be distinguished:</p> <p><u>Scenario 1:</u> If the number of issued ordinary shares after the Share Consolidation is equal to or more than 70,000,000, the number of ordinary shares in the authorised capital shall be 140,000,000. The number of protective preference shares in the authorised capital shall then remain unchanged at 160,000,000. Therefore, the total amount of the authorised</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>two series of five million (5,000,000) cumulative financing 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>capital shall be EUR 16,000,000.</p> <p><u>Scenario 2:</u> If the number of issued ordinary shares after the Share Consolidation is less than 70,000,000, the number of ordinary shares in the authorised capital shall be determined by the Board of Management within the limits indicated in the Agenda. The number of protective preference shares in the authorised capital shall equal the sum of the number of ordinary shares following the Capital Reduction, the number of financing preference shares and the number of convertible financing preference shares in the authorised capital. The aggregate authorised capital shall be equal to the number of shares included in the authorised capital following the Capital Reduction times the nominal value of EUR 0.05 per share.</p>
<p>31.1. The number of votes that may be cast by a shareholder shall equal the multiple of five euro cent (EUR 0.05) included in the aggregate nominal amount of his shares.</p>	<p>31.1. <u>Each share shall confer the right to cast one vote at the general meeting.</u> The number of votes that may be cast by a shareholder shall equal the multiple of five euro cent (EUR 0.05) included in the</p>	<p>After the Capital Reduction, the nominal value of all classes of shares is EUR 0.05, so each share shall confer the right to cast one vote.</p>

Fractions of votes shall be disregarded for voting purposes.	aggregate nominal amount of his shares. Fractions of votes shall be disregarded for voting purposes.	
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DRAFT DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION FUGRO N.V.

Finally, the person appearing 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.