Leidschendam, 17 December 2012

Dear shareholders and other stakeholders,

Fugro issued two press releases on Friday 16 November 2012, one concerned the scheduled trading update and the other the changes in Fugro's top management. Various investors and stakeholders have asked us questions about the provided information, also in relation to the transaction with CGGVeritas. In this letter we address the most relevant questions and further clarify statements made in these press releases.

Strategy and objectives

We have confirmed that the key elements of our strategy remain unchanged. Financial targets are as published in our annual report. The key elements of our strategy to achieve the financial objectives, as also described in the annual report, are, amongst others, to build up and maintain leadership positions in market niches and achieve controlled growth by combining organic growth with growth through acquisitions.

As standard in any company, strategy needs to be regularly reviewed. Such a review, aiming to refine the current strategy in the context of market developments, will take place in the course of next year. This review will also include a thorough assessment and determination of when and how to invest our capital. The review will not impact progress on available opportunities.

Course of business

As indicated in the November 2012 trading update, several recent and mostly one-off issues in combination have led to the lower outlook for 2012. In view of the October 2012 results that became available just a few days before publication of the trading update, management came to the conclusion that it would be unlikely that the reported shortcomings in the Subsea business line and the sudden decline in the seismic fleet utilisation, caused by the reported client concern about the transaction with CGGVeritas, could be compensated in the remaining part of 2012 by outperformance elsewhere. Part of the shortfall is due to maintaining discipline in our multi-client activities and hence not putting our vessels to work on unattractive multi-client opportunities.

The Offshore Geotechnical and Offshore Survey business lines are operating in a good business environment. The operational performance in Offshore Geotechnical will be improved since over the next two years we will be starting to replace some of our old vessels with the new ones already ordered. In Offshore Survey we are already benefiting from new vessels entering the fleet, and we continue to replace old tonnage with improved and more capable vessels.

In our Subsea business line we have large programs in Brazil involving subsea services on seven vessels with an eight scheduled for start-up in the first half-year 2013. The contracts in Brazil are often three-party agreements with Petrobras separately contracting the vessel from the special equipment and service suppliers (Fugro) that can lead to uncompensated start-up delays. But, contracts in Brazil are very long in duration, and can range between 4 – 8 years with an extension option. This long duration can for the greater part mitigate the costs for the delays in start-up. In the course of the second half 2013 we anticipate all vessels with our subsea services package on-board to be up and running and on the job.

The second issue in Subsea concerns the weak market in Asia/Pacific and the Middle East. This is caused by the delays in field development following from the 2009 and 2010 industry dip in this market, impacting the future installation projects. Delays in the follow-on subsea installation work are longer than anticipated. Based on orders for subsea equipment, we anticipate a strengthening of the market for Fugro's subsea business towards the end of 2013 and into 2014.

We confirm that in the North Sea subsea market our performance is satisfactory.

The transaction with CGGVeritas

We expect that the transaction with CGGVeritas will be completed around year end or in the course of January 2013. The schedule depends primarily on the timing of obtaining certain anti-trust clearances. The company further confirms that the current underutilisation of its seismic fleet, caused by some client concern about the transaction as reported in the trading update of 16 November 2012, has no impact on the transaction price. The basis for the price is debt-free cash-free with only an adjustment at closing based on the working capital level at closing. We foresee no obstacles at this point in time to the transaction closing.

We received a number of questions about why Fugro retained the multi-client library. The answer is that the magnitude of the multi-client library impacted the transaction and that the purchase of the library was secondary to CGGVeritas relative to the acquisition of the services under the Geoscience division.

The library represents a good balance of 2D and 3D projects in several attractive areas in the world and we confirm that, based on today's market circumstances, we do not anticipate a write-down. In the coming years we expect the library to generate a strong cash flow, tapering off into the future. Year-end book value is expected to be about EUR 500 million, but we have made clear that the final outcome will depend on year-end sales and the distribution of sales over new versus fully amortised datasets.

We have further confirmed that we do not intend to continue to invest in expanding the library other than to meet relatively minor committed obligations and for data reprocessing projects to keep the data attractive. The 2D data and 3D data are fully amortised in 3 and 5 years respectively. This implies that at the latest five years from now the net book value of the multi-client library will be very low compared to the current level.

Fugro will obtain a 60% share in the Seabed Geophysics joint venture, which will have a market leading position.

Request for an extraordinary shareholders meeting to approve the CGGVeritas transaction

The question has been raised why an extraordinary shareholders meeting (EGM) was not convened to approve the CGGVeritas transaction. It was recognised that one condition for organising an EGM was not met; being that a divestment involves more than 1/3 of Fugro's total assets. It was also pointed out that under Dutch Law, a shareholders meeting is also required in case of an important change in the identity of the company, and it has been asked if this second condition would apply.

The Supervisory Board and Board of Management, along with its legal advisors, carefully considered this matter at the time of preparing the transaction, and concluded that the identity of the company will not be changed. The key business of the company is the collection of various types of geo and engineering data, processing and interpreting this data, and providing clients with advice. This key business is maintained in the Geotechnical and in the Survey division. In addition, the transaction with CGGVeritas includes the formation of a seabed geophysics joint venture that will be controlled by Fugro. This seabed geophysics joint venture replaces a significant part of the Geoscience division revenue and fits well into Fugro's strategy to build leadership positions in niches. Hence, the company remains active in geophysical data acquisition to map out oil and gas fields.

Based on the above analysis, the Supervisory Board and Management Board concluded that an extraordinary shareholders meeting was not necessary as neither the conditions of the assets test nor those of an important change in the company's identity have been met.

Use of proceeds of the transaction with CGGVeritas

The company reaffirms that the net proceeds will be used to reduce debt and, dependent on available options, to spur growth organically by increased capex investments, for example by fleet expansion in the Geotechnical or Survey divisions, and, if available, through acquisitions. In terms of debt reduction, the company intends not to retire the United States Private Placement (USPP) loans of some EUR 800 million but will temporarily reduce the committed and non-committed bank debt. The (existing) bank facilities will be used again to finance growth when needed. With the inflow of the funds from the divestment, it is expected that net debt (USPP minus excess cash) will be some EUR 600 million with equity of some EUR 2 billion, leading to a good solvency and healthy gearing.

In applying the proceeds to the business, the company sees good growth opportunities in its existing businesses which it knows well and in closely adjacent businesses where it already knows the market.

Changes in the management team

In the press release of 16 November 2012 we mentioned the change in top management being due to 'a difference in opinion with respect to the vision regarding the direction of the company'. We would like to emphasise there were no differences in opinion within the Board of Management and the Supervisory Board with regard to such matters as strategy nor was there a difference in opinion on the transaction with CGGVeritas. There were differences in approach within the team which hampered the functioning of the management board.

Paul van Riel has been appointed as Chairman of the Board of Management which is the legal position under Dutch corporate law, and the title of CEO emphasises that one person has the ultimate responsibility for the management of the company and its performance.

Compensation and options

We confirm that Mr. Steenbakker is contractually entitled to a severance payment and that this is limited to one year's base salary as described in the annual report and in line with the Dutch Corporate Governance Code. We have also been asked about management's exercise of options following the announcement of the CGGVeritas transaction. Information about the exercise of options is publically available on the register of the AFM (Dutch financial markets authority). Management has exercised their options with due regard to internal regulations.

Options granted have an option period of 6 years with vesting after 3 years after the grant date. Generally – but that is no obligation – management exercises their options in the course of the last (6th) year. They usually exercise the options in two or more blocks in the period May - December. The strategic review of the geoscience business was considered stock price sensitive information and, together with the usual closed periods, prevented management from exercising options over an extended period of time (April – September). Only after publication of the press release on the transaction with CGGVeritas on 24 September, part of their options was exercised.

We trust that the above answers the most relevant questions and further clarifies statements made in the press releases of 16 November 2012.

Leidschendam, 17 December 2012

Kind regards,

Paul van Riel
Chairman Board of Management
Chief Executive Officer

Frank Schreve
Chairman Supervisory Board