FUGRO N.V.

Shareholders Circular
General Meeting
of Shareholders
19 May 2004

Please find below an explanation of agenda items 4, 5, 6, 9, 10, 11 and 12 of the Annual General Meeting of Shareholders of Fugro N.V. to be held on 19 May 2004.

Agenda item 4.
Policy on additions to reserves and on dividends

Fugro strives, taking into account the placement of some of its profits in reserve for its financing, for a dividend pay out ratio of 30 – 50% of the net result before amortisation of goodwill. Fugro has decided that an amount of € 5 million of its profits over 2003 will be placed in reserve. The remaining amount of € 27 million will be used for the distribution of dividend over 2003.

Agenda item 5.
Dividend policy

It is proposed to distribute a dividend of € 1.85 per (certificate of a) share with a par value of € 0.20. The shareholder may choose between a dividend entirely in cash or entirely in (certificates of) shares charged to the reserves. The volume of the dividend in normal shares shall be determined on 14 June 2004 in the after-hours dealings as described on page 36 of the annual report.

Agenda item 6.
Corporate Governance

For an explanation to this agenda item reference is made to page 47 up to and including 50 of the annual report, as well as the brochure, in which the corporate governance structure of the company is described. This brochure has been published on the website of Fugro.
In addition to the explanation on page 49 of the annual report in relation to Stichting Administratiekantoor Fugro it is noted that the articles of association and the terms and conditions under which the shares are administrated were amended on 6 April 2004.
The composition of the board as well as the period of appointment of members of the board has been amended to be in compliance with the Corporate Governance Code. Furthermore, the possibility for holders of depositary receipts to give binding voting instructions has been included and provisions in relation to the meeting of depositary receipt holders have been introduced.
Furthermore, the Supervisory Board has decided to partially deviate from Best Practice Provision II.2.6 (obligation to report the ownership of securities in Dutch listed companies). The obligation to report shall only relate to listed companies which operate in the same area as the company or are related thereto. The scope of the Provision is on the one hand limited, but on the other hand extended to competing companies or clients, listed abroad.

Agenda item 9.
Remuneration policy

The remuneration policy for the Managing Board of Fugro is prepared and proposed by the Remuneration Committee. The remuneration policy is determined by the Supervisory Board.

The remuneration policy of Fugro consists of four elements, being:

A. a fixed salary (including arrangements)
B. a flexible component
C. a long term component
D. fringe benefits

A. a fixed salary (including arrangements)

The fixed salary of the members of the Managing Board is determined on the basis of a study done by an external agency. In this study comparable enterprises have been included (peer group). In relation to Fugro, these are international listed companies, included in the MidCap, or the upper part of the SmallCap of the lower part of AEX.
The policy of Fugro is to aim at the median of this group. The composition of the rights to a pension claim of the members of the Managing Board of Fugro is based on an available premium system.

B. a flexible component

The flexible component is established on a year to year basis. It is fixed based on the following criteria:

- profitability of the enterprise over the past year;
- development of the strategies over the past year;
- personal targets.

C. a long term component

The Managing Board participates in the broadly spread option plan (more than 400 employees). This plan is described on pages 20, 37 and 91 of the annual report.

D fringe benefits

Apart from the primary terms of employment and the option plan, agreements are made in relation to the fringe benefits. These are in compliance with the function and include arrangements in relation to a company car, telephone charges, official expenses and medical insurance.

The remuneration policy of the Managing Board is used as a guideline for the senior management of the enterprise.

Agenda item 10.
Proposal to re-appoint a member of the Supervisory Board

It is proposed to re-appoint Mr Dr P. Winsemius, who should resign according to the rotation rota, as a member of the Supervisory Board for a period of four years, provided that his appointment period shall end on the day of the first general meeting of shareholders, that will be held in the fourth year upon his re-appointment. No binding nomination has been made for this (re-)appointment.
Mr Winsemius has the Dutch nationality and was born in 1942.

Mr Winsemius is a member of the Wetenschappelijke Raad voor het Regeringsbeleid. He holds a chair for the Sustainable Challenge Foundation in management of permanent development at the University of Tilburg. Previously Mr Winsemius was a partner of McKinsey & Company in Amsterdam, where he applied himself to strategic and organisational development in large organisations. Before that he was Minister of Volkshuisvesting, Ruimtelijke Ordening en Milieubeheer. Mr Winsemius holds no other commissionerships.

Mr Winsemius does not hold shares in Fugro N.V.

Agenda item 11.
Appointment member of the Managing Board

It is proposed to appoint Mr A. Jonkman as member of the Managing Board for a period of four years, provided that his appointment period shall end on the day of the first general meeting of shareholders, that will be held in the fourth year upon his appointment.
No binding nomination has been made for this appointment.
Mr Jonkman has the Dutch nationality and was born in 1954.

Mr Jonkman has been an employee of Fugro since 1988 and is currently a member of the management team, responsible for finance and administration.

The main provisions of his employment contract are:

- fixed annual salary of € 225,000;
- a bonus of maximum 12 gross month salaries may be awarded;
- a pension scheme has been drawn up. The pension costs are fixed and amount to a fixed annual amount of € 250,000, to be revised after six years;
- apart from the primary terms of employment there is a right to a company car, partial compensation of telephone costs, medical insurance and official expenses.

Agenda item 12.
Amendment articles of association plus authorisation

It is proposed to amend the articles of association such that a number of the provisions of the Dutch Corporate Governance Code are implemented.

Please find below a short description of the proposed amendments:

- article 20 paragraph 5: in order to implement Principle IV.1 a number of resolutions of the Managing Board on a major change in the identity or character of the company or the enterprise is made subject to the approval of the Supervisory Board and the general meeting of shareholders;
- article 21 paragraph 1: in order to implement Best Practice Provision II.1.1 a maximum of four years for the appointment of Managing Board members is included;

- article 21 paragraph 2: in order to implement Best Practice Provision IV.1.1 a resolution to cancel the binding nature of a nomination for the appointment of a member of the Managing Board may only be passed with a majority of votes cast, which majority represents at least one/third of the issued share capital. Furthermore, the possibility of a second meeting is included in case not at least one/third of the issued share capital is represented but a majority of votes was cast in favour of the cancellation of the binding nature of the nomination;
- article 21 paragraph 8 and 9 (new): in order to implement Principle II.2 two provisions in relation to the remuneration policy of the company are included;
- article 24 paragraph 3 (new): in order to implement Principle II.1 en Best Practice Provision II.1.2. it is included that (i) the Managing Board shall provide the Supervisory Board with all information necessary for the exercise of the duties f the Supervisory Board, (ii) the internal risk management and control system of the company shall be discussed with the Supervisory Board and the audit committee, and (iii) a number of objects of the Managing Board are made subject to the approval of the Supervisory Board;
- article 25 paragraph 1: in order to implement Best Practice Provision III.3.5 it is included that members of the Supervisory Board are appointed for a period of four years and that they may be appointed for a maximum of twelve years, unless the general meeting of shareholders decides otherwise;
- article 25 paragraph 2: in order to implement Best Practice Provision III.3.1 a provision in relation to the preparation of the profile of the size and composition of the Supervisory Board is included;
- article 25 paragraph 3 (new): in order to implement Best Practice Provision III.7.1 a provision in relation to the remuneration of members of the Supervisory Board is included. Furthermore, it is included that members of the Supervisory Board shall not be granted shares and/or rights to shares by way of remuneration;
- article 27 paragraph 2: in order to implement Best Practice Provision IV.1.4, IV.1.5 en IV.1.6 the list of agenda items fir the Annual General Meeting of Shareholders is altered;
- article 27 paragraph 3 (new): in order to implement Best Practice Provision IV.3.5 it is included that the Managing Board and the Supervisory Board shall provide the general meeting with all requested information, unless this would be contrary to the overriding interest of the company;
- article 28 paragraph 2 and article 28 paragraph 3 (new): in order to implement Best Practice Provision IV.1.7 the general rules in relation to the registration date for the exercise of the voting rights and the rights relation to meetings is included;
- article 30 paragraph 6 and 7 (new): in order to implement Best Practice Provision IV.3.8 the general rules in relation to the report of the Annual General Meeting is laid down in these paragraphs;
- article 34 paragraph 4 (new): in order to implement Principle I.1 it is included that the Managing Board shall explain the broad outline of the corporate governance structure of the company in a separate chapter of the annual report.