The Annual General Meeting of Shareholders of Fugro N.V. is to be held on Thursday 7 May 2009 at 14.00 hours in the Crowne Plaza Promenade Hotel, Van Stolkweg 1 in The Hague.

Agenda

1. Opening of the meeting
2. Report of the Board of Management and the Supervisory Board for the year 2008
3. Adoption of the 2008 annual accounts*
4. Discharge of the members of the Board of Management for their management*
5. Discharge of the members of the Supervisory Board for their supervision*
6. Dividend
   - *a* discussion of the policy on reserves and dividend
   - *b* appropriation of the 2008 profits*
7. (Re)appointment of members of the Supervisory Board
   - *a* reappointment of Mr. F.J.G.M. Cremers*
   - *b* appointment of Mrs. M. Helmes*
8. Authorisation of the Board of Management to acquire own (certificates of) shares in the Company*
9. Authorisation of the Board of Management to:
   - *a* issue shares and/or grant rights to subscribe for shares*
   - *b* restrict and/or exclude pre-emption rights in respect of shares*
10. Any other business
11. Closing of the meeting

* These agenda items will be put to a vote at the meeting

Notes to the agenda

The following items will be put to a vote at the meeting: 3, 4, 5, 6b, 7a, 7b, 8, 9a and 9b.

Agenda item 6a

Discussion of the policy on reserves and dividend

Fugro's dividend policy as most recently approved by the shareholders in the Annual General Meeting of 10 May 2006, is to strive for a dividend ratio of 35 – 55% of the net profit for the period attributable to the shareholders of the Company. The net profit may be adjusted for non recurring items like impairment losses and charges resulting from reorganization of acquired companies. Fugro offers the choice of stock or cash dividend and does not pay interim dividends. Fugro issues new shares for the stock dividends.

Agenda item 6b

Appropriation of the 2008 profits

It is proposed to pay a dividend of EUR 1.50 on each (certificate of an) ordinary share with a par value of EUR 0.05. The dividend on the (certificates of) ordinary shares can, at the option of the holder of (certificates of) ordinary shares, be paid in (certificates of) ordinary shares with a par value of EUR 0.05 or in cash. The volume of the dividend in (certificates of) ordinary shares will be determined on 27 May 2009, based upon the average price at the close of business of the certificates of the ordinary shares as quoted on Euronext Amsterdam, on 25, 26 and 27 May 2009. The date of payment will be 29 May 2009.

Agenda item 7a

(Re)appointment of a member of the Supervisory Board

The Supervisory Board proposes that Mr. Frans J.G.M. Cremers, who is scheduled to step down by rotation after the Annual General Meeting of Shareholders on 7 May 2009, be reappointed as a member of the Supervisory Board for a second term of four years. This appointment will end at the end of the Annual General Meeting of Shareholders in 2013. This proposal is not binding.

Mr. Cremers has Dutch nationality and was born in 1952. He has been a member of the Supervisory Board of Fugro since 2005. Currently he is the vice-chairman of the Supervisory Board and the chairman of the Audit Committee. Mr. Cremers is a financial expert as referred to in the Dutch Corporate governance Code.

His other relevant functions are: Supervisory Board member of N.V. Nederlandse Spoorwegen, Vopak N.V., Unibail-Rodamco S.A., Luchthaven Schiphol N.V. and Parcom Capital B.V. Board member of Stichting Preference shares Philips and of the Lodewijk Stichting (Preference shares Océ). Member of the Capital Market Committee of the Netherlands Authority for the Financial Markets (AFM). Member of the Investigation Committee into the affairs of Fortis N.V. on behalf of the Enterprise Chamber of the Dutch High Court of Amsterdam, the Netherlands.

Mr. Cremers holds no (certificates of) shares in Fugro N.V.

In view of his broad financial expertise and extensive knowledge of the oil and gas sector, the Supervisory Board proposes to reappoint Mr. Cremers.

If Mr. Cremers is reappointed as Supervisory Director, he will remain vice-chairman of the Supervisory Board and chairman of the Audit Committee.

Agenda item 7b

Appointment of a member of the Supervisory Board

Mr. P.J. Crawford will step down from the Supervisory Board after the Annual General Meeting of Shareholders on 7 May 2009, having reached the maximum period of three terms of four years.

The Supervisory Board proposes that Mrs. Marion Helmes be appointed as a member of the Supervisory Board for a period of four years. This appointment will end at the end of the Annual General Meeting of Shareholders in 2013. This proposal is not binding.

Mrs. Helmes has German nationality and was born in 1965. She is a member of the Executive Board and CFO of ThyssenKrupp Elevator AG at Düsseldorf since October 2006.

After her studies Mrs. Helmes began her career at the Treuhandanstalt Berlin within the framework of reorganisation and re-/privatisation. Subsequently she was active for an international consultancy company. In 1997 she moved to Fried. Krupp AG Hoesch-Krupp in Essen and was active in the area of Financial Control and Mergers & Acquisitions. Following the merger with Thyssen AG she moved in 2000 to the Budd Company in Troy, USA, as Vice President Corporate Development. In 2003 she took over the responsibility for Corporate Mergers & Acquisitions at ThyssenKrupp AG in Düsseldorf. In 2005 Mrs. Helmes was appointed member of the Executive Board and CFO of ThyssenKrupp Stainless AG, Duisburg.

Mrs. Helmes holds no (certificates of) shares in Fugro N.V.

The Supervisory Board considers the appointment of Mrs. Helmes to be in the interest of Fugro in view of her industry knowledge and her experience in general and financial management. With this appointment the desire to select a more diverse composition of the Supervisory Board in terms of gender and age is also fulfilled.

If Mrs. Helmes is appointed as Supervisory Director, she will be a member of the Audit Committee.

Agenda item 8

Authorisation of the Board of Management to acquire own (certificates of) shares in the Company

It is proposed that the Board of Management be authorised, in accordance with section 2:98 of the Netherlands Civil Code, for a period of 18 months as from 7 May 2009 until 7 November 2010, subject to the approval of the Supervisory Board, to cause Fugro to purchase its own (certificates of) shares, within the limits set by the articles of association (10% of the issued capital), either through purchase on a stock exchange or otherwise, at a price, excluding expenses, not lower than the nominal value of the shares and not higher than 10% above the average of the closing price of the certificates of the shares on Euronext Amsterdam for the five business days before the day on which the purchase is made.

Agenda item 9a

Authorisation of the Board of Management to issue shares and/or to grant rights to subscribe for shares in the Company

It is proposed that the Board of Management be designated, in accordance with section 2:96 of the Netherlands Civil Code, as the corporate body which is authorised for a period of 18 months as of 7 May 2009 until 7 November 2010, subject to the approval of the Supervisory Board, to resolve on the issue of – and/or on the granting of rights to subscribe for – all preference shares – including both the protective preference (white-knight) shares and the different kinds of financial preference shares – and ordinary shares in which the authorised capital is divided at the date of the relevant resolution.

The authorisation of the Board of Management with respect to the issue of ordinary shares and /or to grant rights to subscribe for ordinary shares will be limited to 10% of the issued share capital of Fugro N.V. at the time of the issue plus an additional 10% of the issued capital of Fugro N.V. at the time of the issue in connection with or on the occasion of mergers and acquisitions.

Agenda item 9b

Authorisation of the Board of Management to restrict and/or to exclude pre-emption rights in respect of shares

Further, it is proposed that the Board of Management be designated, in accordance with section 2:96a of the Netherlands Civil Code, as the corporate body which is authorised for a period of 18 months as of 7 May 2009 until 7 November 2010, subject to the approval of the Supervisory Board, to restrict and/or to exclude pre-emption rights that accrue to shareholders upon issue of (grant of rights to subscribe for) ordinary shares and/or financial preference shares.

Information on attending the Annual General Meeting of Shareholders (the 'AGM')

Record Date

The Board of Management has determined that those who (1) are registered on **Thursday 30 April 2009**, after closing of the books (the **'Record Date'**) in one of the (sub-)registers as mentioned hereinafter and (2) have given notice, in accordance with the following, will have the right to attend the AGM on 14 May 2008 and to vote at that meeting. The (sub-)registers designated for holders of certificates (depositary receipts) of ordinary shares are the administrations held by the banks and brokers which are affiliated institutions of Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ('Euroclear Nederland') which indicate who is entitled to such certificates of ordinary shares at the Record Date. The register designated for holders of registered ordinary shares is the shareholders' register of Fugro N.V. which indicates who the holders are of registered ordinary shares at the Record Date.

Notification

Shareholders

Holders of registered ordinary shares who wish to attend the AGM either in person or by proxy, must notify Fugro N.V. This notification must be received by Fugro N.V. (attn. Mr. W.G.M. Mulders, P.O. Box 41, 2260 AA Leidschendam, fax +31 (0)70 3202703, or e-mail w.mulders@fugro.com) no later than **Thursday 30 April 2009 at 17.00 hours C.E.T.**

Certificate holders

Holders of certificates of ordinary shares, who wish to attend the AGM either in person or by proxy, must notify Fortis Bank Nederland in Amsterdam, the Netherlands, in writing by **Thursday 30 April 2009 at 17.00 hours C.E.T.** at the latest via the Affiliated Institution of Euroclear Nederland in whose administration their certificates are registered. The Affiliated Institutions will submit to Fortis Bank Nederland a confirmation that the certificates were registered in their administration in the name of the holder at the Record Date, or that they are registered and remain so registered in their administration in the name of the holder at the Record Date, whereupon the holder will receive from Fortis Bank Nederland (by post or by e-mail) an admission ticket for the AGM.

Proxies

Shareholders

Holders of registered ordinary shares who wish to have themselves represented by a proxy (whether or not including a voting instruction), must in addition deposit a written power of attorney.

Certificate holders

Certificate holders who wish to have themselves represented by a proxy (whether or not including a voting instruction), must register in accordance with what is stated previously and deposit a written power of attorney. For this purpose, they can use the power of attorney printed on the admission ticket or the model power of attorney which is available on www.fugro.com/governance. That must be received by Fugro N.V. (attn. Mr. W.G.M. Mulders, P.O. Box 41, 2260 AA Leidschendam, fax +31 (0)70 3202703, or e-mail w.mulders@fugro.com) no later than **Thursday 30 April 2009 at 17.00 hours C.E.T.**

Fugro Trust Office Foundation (Stichting Administratiekantoor Fugro)

A certificate holder's notification to attend the AGM meeting will be treated as a request to Fugro Trust Office Foundation to grant a proxy to vote in respect of the (underlying) ordinary shares for which the certificates have been issued to the holder. Such certificate holder may exercise the voting rights, provided that he attends the AGM either in person or by proxy. The Board of Fugro Trust Office Foundation has declared that it intends to attend the AGM and to vote on the shares for which it carries out the administration, insofar certificate holders do not use the aforementioned proxy to vote.

Registration for admission and identification

The AGM starts at 14.00 hours. Registration for admission to the AGM will take place from 13.00 hours until 14.00 hours. After this time registration is no longer possible.

Certificate holders, holders of ordinary registered shares, proxies and other persons entitled to attend the AGM, are requested to carry a valid identification document and to show this upon request.

Webcast

The Meeting can be viewed live via a video webcast on our website: www.fugro.com.

Route description

Annual General Meeting of Shareholders of Fugro N.V., 7 May 2009
Crowne Plaza Promenade Hotel
Van Stolkweg 1
2585 JL The Hague
The Netherlands
Tel: +31 (0)70 3525161

By public transport

From The Hague Central Station ('CS')
Take tramway 17, direction 'Statenkwartier'. Get off at tram stop 'Buitenhof' (2nd stop from CS).
Change to tramway 1, direction 'Scheveningen Noorderstrand'. Get off at tram stop 'Nederlands Congrescentrum'.

From The Hague Station Hollands Spoor
Take tramway 1, direction 'Scheveningen Noorderstrand'. Get off at tram stop 'Nederlands Congrescentrum'.

By car

From all directions via junction Prins Clausplein (A4/A12/A13)
Direction Den Haag (The Hague) (A12). At the end of the A12, turn to the left at the T-junction.
Follow the signs 'Scheveningen'.

From direction Amsterdam/Leiden (A44/N44)
Direction Den Haag (The Hague). Follow the signs 'Scheveningen Haven'.
This way will lead you to the fly-over which brings you to the hotel.
Turn right at the first traffic lights (just before the Shell gas-station).
You will see Crowne Plaza Den Haag Promenade Hotel immediately at your right.

Address
Fugro N.V.
Veurse Achterweg 10
2264 SG Leidschendam
The Netherlands

Tel: +31 (0)70 3111422
Fax: +31 (0)70 3202703