

Agenda

Annual General Meeting of Shareholders of Fugro N.V., to be held in Leidschendam, Green Park Hotel, Weigelia 22, on 19 May 2004 at 14:00 hrs.

- 1 Opening of the meeting.
- 2 Report of the Board of Management and the Supervisory Board over 2003.
- 3 Adoption of the 2003 annual accounts.
- 4 Reserve and dividend policy.
- 5 Appropriation of the 2003 profits.

The proposal is to pay a dividend of € 1.85 on each (certificate of a) share with a par value of € 0.20. The dividend on ordinary shares can, at the option of the shareholder, be paid in ordinary shares with a par value of € 0.20 or can be paid in cash. The amount of the share dividend will be established on 14 June 2004 after the stock exchange closes.

- 6 Corporate governance.

The document concerning the Company's corporate governance structure will be available in April 2004 from the Company, from Fortis Bank in Amsterdam and on the Company's website.

- 7 Discharge of the Board of Management for its management.
- 8 Discharge of the Supervisory Board for its supervision.
- 9 Adoption of the remuneration policy.
- 10 Proposal to re-appoint a member of the Supervisory Board.

It is proposed that Mr. Dr P. Winsemius, who will resign in accordance with the roster, be re-appointed as a member of the Supervisory Board for a period of four years, on the understanding that this appointment will end on the day of the Annual General Meeting of Shareholders to be held in the fourth year after the year of appointment. See further the notes to this item. This proposal is not binding.

- 11 Proposal to appoint a member of the Board of Management.

It is proposed that Mr. A. Jonkman be appointed as a member of the Board of Management for a period of four years, on the understanding that this appointment will end on the day of the Annual General Meeting of Shareholders to be held in the fourth year after the year of appointment. The (most important) employment conditions will be available, on request, from the Company in April 2004. See further the notes to this item. This proposal is not binding.



12 Amendment of the Articles of Association plus authorisation.

It is proposed that the Company's Articles of Association be amended such that a number of stipulations are brought into line with the Dutch Corporate Governance Code. It is also proposed that every member of the Company's Board of Management and Supervisory Board, as well as every employee of De Brauw Blackstone Westbroek N.V. be authorised to request the required Ministerial declaration that there are no objections and to draw-up the deed of amendment of the Articles of Association.

13 Authorisation of the Board of Management to repurchase (certificates of) shares in the Company.

Authorisation of the Board of Management for a period of 18 months as of today and subject to the approval of the Supervisory Board, to acquire for a consideration paid-up (depository receipts of) shares in the company up to such a number as the company may, by virtue of law, acquire, at the time of the acquisition, under any contract, including stock market and private transaction, for a price that is between the par value of the shares and 110 percent of the market value. By market value shall be understood the average of the highest price of the relevant shares quoted in the official price-list of Euronext Amsterdam N.V. in Amsterdam on each of the five trading days preceding the day of acquisition.

14 Authorisation of the Board of Management to issue shares and to exclude the pre-emption rights.

Appointment of the Board of Management for a period of three years as of today, as authorised body, to issue and/or to grant the right to acquire all preference shares – including both the protective preferred shares and the different kinds of financial preferred shares – and ordinary shares in which the authorised capital is divided at the date of the relevant resolution, subject to the approval of the Supervisory Board.

Appointment of the Board of Management for a period of three years as of today, as authorised body, to restrict or exclude the pre-emption rights on ordinary shares and/or the financial preferred shares, subject to the approval of the Supervisory Board.

15 Any other business.

16 Closing of the meeting.

Notes to the agenda

Notes to item 10 of the agenda

Mr. Dr P. Winsemius is a Dutch national and was born in 1942.

Mr. Winsemius is a member of the Wetenschappelijke Raad voor het Regeringsbeleid (Scientific Council for Government Policy). He holds the chair for the management of sustainable development at the Universiteit of Tilburg for the Sustainable Challenge Foundation. Mr. Winsemius is a former partner of McKinsey & Company in Amsterdam where he concentrated on strategic and organisational development in large organisations. Previously he was Minister of Housing, Spatial development and the Environment. Mr. Winsemius holds no other Supervisory Board positions.

Mr. Winsemius owns no shares in Fugro N.V.

It is proposed that Mr. Winsemius be re-appointed as a member of the Supervisory Board.

Notes to item 11 of the agenda

Mr. A. Jonkman is a Dutch national and was born in 1954.

Mr. Jonkman has been employed by Fugro N.V. since 1988 and is also a member of the Executive Council responsible for finance and administration.

Agenda

Meeting of
Certificate holders
of Fugro N.V. to be
held following
the Annual General
Meeting of
Shareholders on
19 May 2004.

- 1** Opening of the meeting.
- 2** Corporate Governance Stichting Administratiekantoor Fugro.
- 3** Any other business.
- 4** Closing of the meeting.

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