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The Extraordinary General Meeting of Shareholders of Fugro N.V. ('Fugro') will be held on Wednesday 14 December 2011 at 10.30am (CET) at the head office of Fugro, Veurse Achterweg 10 in Leidschendam, the Netherlands.

**Agenda**

1. Opening of the meeting
2. Appointment of Mr. F. H. Schreve as member of the Supervisory Board\*
3. Any other business
4. Closing of the meeting

*\* This agenda item will be put to a vote at the meeting*

**Explanatory notes to the agenda**

**Agenda item 2**

**Appointment of Mr. F.H. Schreve as member of the Supervisory Board**

As announced earlier on Monday 3 October 2011, the Supervisory Board proposes that Mr. F.H. Schreve be appointed as member of the Supervisory Board for a term of a year and a half maximum. This appointment will end at the end of the Annual General Meeting of Shareholders in 2013 which is expected to be held in May 2013. The proposal is not binding.

Mr. Schreve has previously been chairman of the Supervisory Board of Fugro. He retired on 10 May 2011 when he was succeeded by Mr. H.C. Scheffer. Following the recent passing away of Mr. Scheffer on 20 September 2011, the Supervisory Board has decided that a new chairman of the Supervisory Board should be appointed as soon as possible. The Supervisory Board intends to appoint Mr. Schreve as new chairman of the Supervisory Board immediately following his appointment as supervisory director.

Fugro is in a period of transition following the earlier announced change of its chairman of the Board of Management as per 1 January 2012 and the simultaneous search for a new chairman of its Supervisory Board. To secure a smooth transition the Supervisory Board has decided that it would be desirable that Mr. Schreve temporarily returns as chairman until a successor has been appointed. Meanwhile the search procedure for a new candidate for the position of chairman has been initiated.

The Supervisory Board is aware that the appointment of Mr. Schreve exceeds the maximum term according to the Dutch Corporate Governance Code (best practice provision III.3.5). However, Mr. Schreve is considered being the best candidate to give guidance to the transition of both the chairman of the Supervisory Board as well as the chairman of the Board of Management.

If the shareholders' meeting appoints Mr. Schreve as supervisory director in accordance with the proposal, the meeting also agrees with the deviation from best practice provision III.3.5 of the Code.

Mr. Schreve (69) has the Dutch nationality. At present he is chairman of the Board of Supervision of Sint Lucas Andreas Ziekenhuis and of Zorgcentra De Betuwe. He is also a member of the Supervisory Board of HVC N.V. Furthermore Mr. Schreve has responsibilities at a number of organizations, such as Foundation preference shares H.E.S. Beheer N.V., Foundation Trust Office TKH N.V., Foundation Waarborgfonds Sport, Foundation National Park De Hoge Veluwe and the European Leadership Platform.

Mr. Schreve holds no (certificates of) shares in Fugro.