

## Agenda

The Annual General Meeting of Shareholders of Fugro N.V. will be held on Tuesday 22 May 2012 at 14.00 pm (CET) in the Hilton Hotel, Zeestraat 35 in The Hague, The Netherlands.

- 1 Opening of the meeting
- 2 Report of the Board of Management and the Supervisory Board for the year 2011
- 3 Adoption of the 2011 Financial Statements\*
- 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: allocation of the 2011 profits and the distribution of dividend\*
- 7 Appointment of Mr. H.L.J. Noy as member of the Supervisory Board\*
- 8 Reappointment of members of the Board of Management
  - a reappointment of Mr. A. Jonkman\*
  - b reappointment of Mr. J. Rüegg\*
- 9 Authorisation of the Board of Management to have Fugro acquire its own (certificates of) shares\*
- 10 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\*
- 11 Any other business
- 12 Closing of the meeting

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



## **Explanatory notes to the agenda**

### **Agenda item 2**

#### **Report of the Board of Management and the Supervisory Board for the year 2011**

This agenda item includes, amongst others, the discussion of the report by the Board of Management and the discussion of the report by the Supervisory Board. The Board of Management will give a presentation on the performance of Fugro in 2011. Shareholders and the holders of certificates of shares will be invited to discuss this performance.

### **Agenda item 3**

#### **Adoption of the 2011 Financial Statements**

This agenda item includes the proposal to adopt the 2011 financial statements.

### **Agenda item 4**

#### **Discharge of the members of the Board of Management for their management**

It is proposed to discharge the members of the Board of Management from all liability in relation to the exercise of their duties in the financial year 2011, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2011 financial statements.

### **Agenda item 5**

#### **Discharge of the members of the Supervisory Board for their supervision**

It is proposed to discharge the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2011, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2011 financial statements.

### **Agenda item 6**

#### **Allocation of the 2011 profits and the distribution of dividend**

It is proposed to pay a dividend of EUR 1.50 on each (certificate of a) share with a nominal value of EUR 0.05. The dividend can, at the option of the holder of (certificates of) shares, be paid entirely in cash or entirely in (certificates of) shares. The volume of the dividend in (certificates of) shares will be determined on 14 June 2012 after trading hours, based upon the volume weighted average price of the traded certificates of the Fugro shares on NYSE Euronext on 12, 13 and 14 June 2012. If no choice has been made on 11 June 2012, the dividend will be paid in (certificates of) shares. No trading will take place on NYSE Euronext in dividend rights. The dividend will be paid on 18 June 2012.

### **Agenda item 7**

#### **Appointment of Mr. H.L.J. Noy as member of the Supervisory Board**

As announced on 9 March 2012 the Supervisory Board proposes that Mr. Harrie L.J. Noy be appointed as member of the Supervisory Board for a term of four years. This term will end at the end of the Annual General Meeting of Shareholders (AGM) in 2016. This proposal is not binding.

Mr. Noy (1951) has Dutch nationality and is CEO and Chairman of the Executive Board of Arcadis N.V. in Amsterdam since 2000. He will step down from this position after the upcoming AGM of Arcadis N.V. on 16 May 2012. In addition, Mr. Noy is member of the Supervisory Board of NV Nederlandse Gasunie; Board member of VNO – NCW (the Confederation of Netherlands Industry and Employers); member of the NYSE Euronext Exchange Council, Amsterdam; Board member of VEVO (The Dutch Association of Listed Companies); and Chairman of the Supervisory Board of the College of Arnhem – Nijmegen (HAN).

Mr. Noy is nominated because of his experience as CEO of a listed company and as a supervisory director, as well as his technical background and his experience growing the international presence of Arcadis.

If Mr. Noy is appointed on 22 May 2012, the Supervisory Board intends to appoint him as Chairman of the Supervisory Board in May 2013. Mr. Noy holds no (certificates of) shares in Fugro.

#### **Agenda item 8a**

##### **Reappointment of Mr. A. Jonkman as member of the Board of Management**

The Supervisory Board proposes that Mr. André Jonkman, who is scheduled to step down by rotation after the AGM on 22 May 2012, be reappointed as member of the Board of Management for a term of four years, with effect from 22 May 2012. This term will end at the end of the AGM in 2016. This proposal is not binding.

Mr. Jonkman (1954) has Dutch nationality and joined Fugro in 1988. He was appointed to the Board of Management as Chief Financial Officer in 2004 and reappointed in 2008. The main elements of the employment contract of Mr. Jonkman are available on Fugro's website: [www.fugro.com](http://www.fugro.com). Mr. Jonkman holds 5,979 Fugro shares and 408,400 employee options to acquire Fugro shares.

#### **Agenda item 8b**

##### **Reappointment of Mr. J. Rüegg as member of the Board of Management**

The Supervisory Board proposes that Mr. Jacob Rüegg, who is scheduled to step down by rotation after the AGM on 22 May 2012, be reappointed as member of the Board of Management for an additional term of one year to be in charge of Fugro's Survey division, after which he will take retirement. This term will end at the end of the AGM in 2013. This proposal is not binding.

Mr. Rüegg (1944) has Swiss nationality and joined Fugro in 1994. He was appointed to the Board of Management in September 2009. The main elements of the employment contract of Mr. Rüegg are available on Fugro's website. Mr. Rüegg holds 200 Fugro shares and 283,400 employee options to acquire Fugro shares.

#### **Agenda item 9**

##### **Authorisation of the Board of Management to have Fugro acquire its own (certificates of) shares**

It is proposed that the Board of Management be authorised, in due observance of the statutory requirement, for a period of 18 months as from 22 May 2012 until 22 November 2013, to, subject to the approval of the Supervisory Board, cause Fugro to purchase its own (certificates of) shares, up to a maximum of 10% of the issued capital at the date of acquisition, provided that Fugro will hold no more (certificates of) shares in stock than at maximum 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 NYSE Euronext for the five business days before the day on which the purchase is made. This authorisation to purchase own (certificates of) shares provides the Board of Management the required flexibility to fulfil its obligations deriving from employee stock options, stock dividend or for other purposes. If granted, this authorisation will replace the authorisation granted at the 2011 AGM.



**Agenda item 10a**

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

It is proposed that the Board of Management be designated, in accordance with section 2:96 Dutch Civil Code, as the corporate body which is authorised for a period of 18 months as of 22 May 2012 until 22 November 2013, to, subject to the approval of the Supervisory Board, resolve on the issue of – and/or on the granting of rights to subscribe for all ordinary shares and all sorts of financing preference shares in which the authorised capital of Fugro 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 financing preference shares and/or the grant of rights to subscribe for ordinary shares and financing preference shares will be limited to 10% of the issued capital of Fugro at the time of the issue plus an additional 10% of the issued capital of Fugro at the time of the issue in connection with or on the occasion of mergers and acquisitions. If granted, this authorisation will replace the authorisation granted at the 2011 AGM.

**Agenda item 10b**

**Authorisation of the Board of Management to restrict and/or 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 Dutch Civil Code, as the corporate body which is authorised for a period of 18 months as of 22 May 2012 until 22 November 2013, 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 all sorts of financing preference shares, on the understanding that this authorisation of the Board of Management is limited to a number of ordinary shares and financing preference shares amounting to 10% of the issued capital at the time of issue plus an additional 10% of the issued capital of Fugro at the time of the issue in connection with or on the occasion of mergers and acquisitions. If granted, this authorisation will replace the authorisation granted at the 2011 AGM.

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The Agenda, the Explanatory notes to the agenda and other meeting documents are available on Fugro's website.

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