

Fugro N.V. invites its shareholders and holders of certificates of shares (*depository receipts*) to attend the Annual General Meeting of Shareholders ('AGM'), to be held on **Tuesday 22 May 2012 at 14.00pm (CET)** at the Hilton The Hague, Zeestraat 35, The Hague, The Netherlands.

Agenda

- 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

Meeting documents (available on the website: www.fugro.com)

- Notice and information on attending the AGM
- Agenda with the explanatory notes
- Annual Report 2011
- Total number of outstanding shares and voting rights
- Proxy and voting instruction form for holders of certificates of shares
- Proxy, voting instruction and reply form for shareholders
- Main elements contract Mr. A. Jonkman
- Main elements contract Mr. J. Rüegg
- Route description Hilton
- Travel information and parking near Hilton

Information on attending the AGM

Record Date

You may attend the AGM if, on **Tuesday 24 April 2012** after closing of the books (the "Record Date"), you are holder of Fugro shares or certificates of shares and meet the notification conditions below.

Notification

Holders of shares registered in the shareholders' register

Holders of shares, who wish to attend the AGM either in person or by proxy, must notify Fugro. This notification must be received by Fugro (attn. Mr. W.G.M. Mulders, P.O. Box 41, 2260 AA Leidschendam, fax +31 (0)70 3202703, or, preferably by e-mail: w.mulders@fugro.com), no later than **Tuesday 15 May 2012 at 5.00pm (CET)**. A reply form (also to be used as power of attorney and voting instruction) will be sent to shareholders. This form is also available on www.fugro.com.

Holders of certificate of shares (held via the giro system)

Holders of certificates of shares, who wish to attend the AGM either in person or by proxy, must notify through the intermediary responsible for administering their certificates no later than **Tuesday 15 May 2012 at 5.00pm (CET)**.

Intermediaries must, no later than **Wednesday 16 May 2012 at 5.30pm (CET)**, present a statement to The Royal Bank of Scotland N.V. ('RBS') (via www.rbs.com/admitted-institutions) or ABN AMRO Bank N.V., Exchange Agency Services MF2020, P.O. Box 3200, 4800 DE Breda or by e-mail: abnamro.depotbewijzen@nl.abnamro.com or fax +31 (0)10 2644651 ('ABN AMRO') identifying the number of certificates of shares held by the holder on the Record Date which are to be presented for registration for the AGM. In addition, intermediaries are requested to include the full address details of the relevant holders in order to be able to verify the holding of certificates of shares on the Record Date in an efficient manner.

Holders of certificates of shares will then receive from RBS or ABN AMRO, through their intermediary, an admission document for the AGM by post or by e-mail. This admission document must be presented when registering for the AGM.

Proxies

Shareholders

Holders of shares who wish to have themselves represented by a proxy (whether or not including a voting instruction), must register as described above and deposit a power of attorney. For this purpose, shareholders can use the power of attorney which is available on www.fugro.com.

Certificate holders

Holders of certificates of shares who wish to have themselves represented by a proxy (whether or not including a voting instruction), must register as described above and deposit a power of attorney. For this purpose, they can use the power of attorney printed on the admission document received from RBS or ABN AMRO or the power of attorney available on www.fugro.com.

Proxies must be received by Fugro (attn. Mr. W.G.M. Mulders, P.O. Box 41, 2260 AA Leidschendam, fax +31(0)70 3202703, or, preferably, by e-mail: w.mulders@fugro.com) no later than **Wednesday 16 May 2012 at 5.00pm (CET)**.

Electronic proxy including voting instruction

Holders of certificates of shares may grant an electronic power of attorney including a voting instruction via www.rbs.com/evoting to ANT Trust & Corporate Services N.V. in Amsterdam no later than **Wednesday 16 May 2012 at 5.00pm (CET)**.

Fugro Trust Office Foundation (Stichting Administratiekantoor Fugro)

A certificate holder's notification to attend the AGM will be treated as a request to the Fugro Trust Office Foundation to grant a proxy to vote in respect of the number of (underlying) shares for which certificates have been issued to the holder (as stated in the admission document mentioned above). Such certificate holders may exercise their voting rights provided that they attend the AGM either in person or by proxy and taking into account the provisions of section 2:118a of the Dutch Civil Code. The Board of Fugro Trust Office Foundation has the intention to attend the AGM and to vote the shares for which it carries out the administration, insofar as certificate holders (or their proxies) do not use the aforementioned proxy to vote.

Registration for admission and identification

The AGM starts at 14.00pm. Registration for admission to the AGM will take place on Tuesday 22 May 2012 from 13.00pm until 13.55pm. After this time registration is no longer possible.

Participants of the AGM should carry a valid identification document and to show this upon request.

Webcast

The AGM can be viewed live via a video webcast on www.fugro.com.

Leidschendam, 6 April 2012

Board of Management Fugro N.V.

Board of Management Fugro Trust Office Foundation