

Fugro N.V. invites its shareholders and holders of certificates of shares (*depository receipts*) to attend the Annual General Meeting ('AGM'), to be held at the Crowne Plaza Den Haag – Promenade hotel, Van Stolkweg 1, The Hague, The Netherlands, on **Wednesday 8 May 2013 at 2pm (CET)**

## Agenda

- 1 Opening of the meeting
- 2 Report of the Board of Management and the Supervisory Board for the year 2012
- 3 Adoption of the 2012 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 2012 profits and the distribution of dividend\*
- 7 (Re)appointment of members of the Supervisory Board
  - a) reappointment of Mrs. M. Helmes\*
  - b) appointment of Mr. J.C.M. Schönfeld\*
- 8 Appointment of Mr. S.J. Thomson as member of the Board of Management\*
- 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 corporate website: [www.fugro.com](http://www.fugro.com))

- Notice and information on attending the AGM
- Agenda with the explanatory notes
- Annual Report 2012
- Summary most important elements service provision agreement with Mr. S.J. Thomson
- 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
- Route description Crowne Plaza Den Haag – Promenade hotel

## Information on attending the AGM

### Record Date

You may attend the AGM if, on **Wednesday 10 April 2013** 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](mailto:w.mulders@fugro.com)), no later than **Wednesday 1 May 2013 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](http://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 or through [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than **Wednesday 1 May 2013 at 5.00pm (CET)**.

Intermediaries must, no later than **Thursday 2 May 2013 at 5.30pm (CET)**, present a statement to ABN AMRO Bank N.V. ('ABN AMRO') via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) 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 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](http://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 ABN AMRO or the power of attorney available on [www.fugro.com](http://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](mailto:w.mulders@fugro.com)) no later than **Thursday 2 May 2013 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.abnamro.com/evoting](http://www.abnamro.com/evoting) to ANT Trust & Corporate Services N.V. in Amsterdam no later than **Thursday 2 May 2013 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 2.00pm. Registration for admission to the AGM will take place on 8 May 2013 from 1.00pm until 1.55pm. 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](http://www.fugro.com).

Leidschendam, 22 March 2013

Board of Management Fugro N.V.  
Board of Fugro Trust Office Foundation