The Annual General Meeting of Fugro N.V. will be held on Tuesday 6 May 2014 at 2pm (CET) at the Crowne Plaza Den Haag – Promenade hotel in The Hague, The Netherlands

AGENDA

1 Opening and Notifications

2 Report of the Supervisory Board for the year 2013
- a) General report (for discussion)
- b) Application of the remuneration policy in 2013 (for discussion)

3 Report of the Board of Management for the year 2013 (for discussion)

4 2013 Financial Statements and dividend
- a) Adoption of the 2013 Financial Statements (for resolution)
- b) Explanation of policy on reserves and dividends (for discussion)
- c) Dividend over financial year 2013 (for resolution)

5 Discharge
- a) Discharge of the members of the Board of Management for their management (for resolution)
- b) Discharge of the members of the Supervisory Board for their supervision (for resolution)

6 Remuneration Board of Management
- a) Adoption of revisions to the remuneration policy (for resolution)
- b) Approval of the (revised) option and share scheme (for resolution)

7 Re-appointment of auditor to audit the 2014 and the 2015 Financial Statements (for resolution)

8 Composition of the Board of Management
- a) Re-appointment of Mr. P. van Riel (CEO) (for resolution)

9 Composition of the Supervisory Board
- a) Re-appointment of Mr. G-J. Kramer (for resolution)
- b) Appointment of Mr. D.J. Wall (for resolution)
- c) Appointment of Mr. A.J. Campo (for resolution)

10 Authorisation of the Board of Management to:
- a) Grant or issue (rights to acquire) shares (for resolution)
- b) Limit or exclude pre-emption rights in respect of shares (for resolution)

11 Authorisation of the Board of Management to repurchase own shares (for resolution)

12 Capital reduction with respect to shares[1] held by Fugro in its own share capital (for resolution)

13 Any other business

14 Closing of the meeting

[1] The term 'shares' as used in this Agenda and Explanatory notes should, with respect to ordinary shares issued by Fugro N.V., be construed to include certificates of shares (also referred to as 'share certificates' or 'depositary receipts' for shares), unless the context otherwise requires or unless it is clear from the context that this is not the case.

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2a

Report of the Supervisory Board for the year 2013

The Supervisory Board reports on its activities during the financial year 2013.

Agenda item 2b

Application of the remuneration policy in 2013

In accordance with recently adopted Dutch legislation, the application of the remuneration policy in 2013 will be discussed during the AGM. Please refer to the 2013 remuneration report on the company's corporate website, which is included in the 2013 annual report on pages 88 – 92.

Agenda item 3

Report of the Board of Management for the year 2013

This agenda item includes the discussion of the report by the Board of Management. The Board of Management will give a presentation on the performance of Fugro in 2013. Shareholders and the holders of certificates of shares will be invited to discuss this performance.

Agenda item 4a

Adoption of the 2013 Financial Statements

It is proposed to adopt the 2013 Financial Statements.

Agenda item 4b

Explanation of policy on reserves and dividends

In accordance with the Dutch Corporate Governance Code, the policy on reserves and dividends will be dealt with and explained as a separate agenda item.

Fugro strives for a pay-out ratio of 35% to 55% of the net result. Shareholders have a choice between cash or shares. In case no choice for cash is made, the dividend will be distributed in shares.

Share buy-back

In September 2013 Fugro updated its dividend policy. Starting with the 2013 dividend, Fugro will offset dilution resulting from the optional dividend (cash or shares). Fugro will repurchase the number of shares issued as stock dividend and these shares will be cancelled after having obtained shareholder approval. This way, dilution is being offset while the tax advantage for a substantial part of the shareholders related to stock dividend is retained.

Agenda item 4c

Dividend over financial year 2013

It is proposed to distribute a dividend for 2013 of EUR 1.50 per share, to be provided in cash or in shares. The conversion ratio of the dividend in shares will be determined and published on Monday 2 June 2014 before trading hours, based on the volume weighted average price of Fugro shares traded on NYSE Euronext Amsterdam on 28, 29 and 30 May 2014. No trading will take place on NYSE Euronext Amsterdam in dividend rights. The election period for cash will run from 13 May up to and including 27 May 2014. If by the shareholder no choice for cash is made, the dividend will be distributed in shares, with any remaining fraction being settled in cash. The ex-dividend date is Thursday 8 May 2014 and the record date will be, including additions and deletions per such date, 12 May 2014. The dividend will be distributed as from Friday 6 June 2014. The dividend of EUR 1.50 equates to a pay-out ratio of 54% of the net result excluding the gain relating to the divestment of the majority of the Geoscience division. The company intends to repurchase the shares used for dividends in order to prevent dilution. Approval of this resolution includes the resolution to issue a number of shares to the extent necessary to pay out the stock dividend and also includes the resolution to exclude the pre-emption rights in relation to the issue. Shares to be issued as stock dividend will be admitted to trading without a prospectus pursuant to article 5:4 sub e of the Financial Markets Supervision Act (Wet op het financieel toezicht).

Agenda item 5a

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

It is proposed to discharge the members of the Board of Management in office during 2013 from all liability in relation to the exercise of their duties in the financial year 2013, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2013 financial statements.

Agenda item 5b

Discharge of the members of the Supervisory Board for their supervision

It is proposed to discharge the members of the Supervisory Board in office during 2013 from all liability in relation to the exercise of their duties in the financial year 2013, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2013 financial statements.

Agenda item 6a

Adoption of revisions to the remuneration policy for the Board of Management

It is proposed to amend the remuneration policy for the Board of Management. The existing policy was adopted by the Annual General Meeting on 14 May 2008 and took effect retroactively as from 1 January 2008. It is proposed that the revisions to the policy will take effect retroactively as per 1 January 2014 (with a first conditional grant under the long term incentive plan as per 31 December 2014).

The Supervisory Board reviewed the current policy in light of the new Growth through Leadership strategy in order to align the incentive plans with the (financial) targets of the strategic agenda. In addition, developments in market practices over the past years have been taken into account. In the design of the proposed policy and determining the remuneration of the members of the Board of Management, the Supervisory Board has taken into account possible outcomes of the variable remuneration elements and how they may affect the remuneration of the members of the Board of Management. The level and structure of the remuneration are designed by taking into account these scenario analyses, internal pay differentials and the (non-)financial performance indicators relevant to the long-term objectives of the company, as included in the strategic agenda. The remuneration structure and elements do not encourage risk taking that is not in line with the risk profile of the company. The existing ultimum remedium and claw back clauses and the policy in case of a takeover will be aligned with the Dutch 'clawback / corporate event law', introduced per 1 January 2014. In three years, the Supervisory Board will evaluate the remuneration policy.

The remuneration of the Board of Management will continue to consist of four elements:

- A fixed (base) salary
- Short term incentive
- Long term incentive
- Pension provisions & fringe benefits

The main changes compared to the existing policy are:

- Adjustment of base salary and pension plan to market practice
- Fine tuning of criteria for short-term incentive (bonus) to financial targets of the updated strategy
- Conditional shares combined with a reduced number of conditional options as part of the long-term incentive
- These options and shares are performance related and vest after 3 years, depending on the achievement of predetermined criteria, which are focused on long term value creation

In line with the current policy, the Supervisory Board used external benchmark information to assess market comparability of the remuneration. The labour market reference group consists of 14 Dutch listed companies of comparable scope with highly international / global business activities. The group for the current review consisted of: Aalberts Industries, Aperam, Arcadis, ASM International, Boskalis, Brunel, Imtech, Nutreco, SBM Offshore, Ten Cate, TKH Group, TNT Express, Vopak, and Wolters Kluwer. In addition, an international reference group is used to assess market competitiveness within the sector.

REMUNERATION LEVEL

Fixed (base) salary

Base salaries are set in line with the median of the Dutch reference group. This results in increases in base salaries as indicated in the table below. These increases are offset by decreases in the pension contribution, in line with market practice, such that base salary plus short term incentive at target plus pension contribution are more or less in line with the current situation.

Compensation overview

To ensure an appropriate relation of the variable compensation to the fixed salary and to align with market practices, the total remuneration package is rebalanced. An overview of this rebalance is shown below.

Remuneration level	Current	Proposed
Base salary		
CEO	EUR 460,000	EUR 600,000
Other BoM members	EUR 350,000	EUR 450,000
Pension contribution		
CEO and other BoM members	EUR 275,000	EUR 85,000 – EUR 135,000
Short term incentive (% of base salary)		
CEO and other BoM members	67% (target) 100% (maximum)	67% (target) 100% (maximum)
Long term incentive (% of base salary)		
CEO	160% [1]	100%
Other BoM members	179% [1]	100%

1) Based on fair value of option grant at 31 December 2013.

Pension provisions & fringe benefits

In the current situation, members of the Board of Management receive a contribution of EUR 275,000 to a defined contribution pension plan. Under the proposed policy, members of the Board of Management (from 1 January 2014 onwards) will receive a pension contribution in line with Fugro's Dutch employee pension scheme. This contribution is dependent on age and varies from EUR 85,000 to EUR 135,000 per year. Compared to the current situation, this implies a significant reduction in pension build-up. If a Board of Management member under his current contract chooses to stay in the current pension scheme, the proposed salary increase does not apply. In light of changes in legislation, the pension topic will remain part of the 2014 agenda of the Remuneration Committee and further trade-offs may be needed between pensions on the one hand and other elements of the remuneration package on the other hand.

The fringe benefits of the members of the Board of Management are commensurate with the position held and include a company car.

Severance pay

No changes are proposed. The contracts with the members of the Board of Management do – in accordance with the Code – provide for a general severance compensation amounting to a maximum of one year's base salary which in principle is applicable in the event of termination or annulment of the agreement. This severance compensation is also applicable when the termination is justified by such change of circumstances that the members of the Board of Management cannot reasonably be expected to continue the performance of their function/services as a statutory director of Fugro. This may be the case, for example, if Fugro is liquidated, is merged with or taken over by a third party, is subject to an important reorganisation or to a major change of policy.

REMUNERATION DESIGN

To strengthen the alignment of the remuneration policy with the Growth through Leadership strategy, the short-term and long term incentive plans for the Board of Management are proposed to be amended. The principles of the new policy will be cascaded to the next senior management level.

Short-term incentive

The changes to the short-term incentive relate to the relative weight of the financial versus non-financial targets and the types of financial targets used. Targets will be set yearly, based on the budget and taking into account the strategy aspirations. For each target, a performance zone will be set, with no bonus below the threshold level and the maximum bonus when performance exceeds the upper end of the performance zone. There will be no overshoot possibility for the personal targets. The maximum multiplier for the financial targets is therefore 1.67. The short-term incentive payment will not exceed 100% of base salary. All targets are excluding the impact of the multi-client library results as the multi-client business is not part of Fugro's strategic plan.

The table below shows the changes to the short-term incentive plan regarding the measures used and their relative weight:

Short-term incentive plan	Current	Proposed
Financial vs. non-financial (personal) targets	66.7% vs. 33.3%	75% vs. 25%
Weight and type of financial targets (% of total)	EPS: 40% Net profit margin: 13.33% ROCE: 13.33%	EPS: 35% EBIT margin: 20% Working capital: 20%
Payment mechanism	Cash	Cash

Long-term incentive

To further strengthen the alignment with shareholder's interests, the proposed long-term incentive plan consists of performance shares and performance options. Vesting is subject to continuous employment and performance testing after three years. The overview of the changes to the long-term incentive plan is shown in the table below (first conditional grant per 31 December 2014).

Long-term incentive plan	Current	Proposed
Performance measurement	At grant (retroactive)	At vesting (prospective)
Weight (% of total value at grant) and type of measures		ROCE: 25% Revenue growth: 25% Total Shareholder Return (relative): 50%
Payment mechanism	Options (6 year term)	Shares and options (6 year term)

The number of conditionally granted shares/options will be set for a period of three years, for the first time at the end of 2014, based on the average share price of the Fugro shares in the last quarter of 2014. The principle being that the expected value equals 100% of the fixed annual salary for both the CEO and the other members of the Board of Management (reference is made to agenda item 6b).

Vested shares have a holding period of 2 years, but may be partly sold to meet tax requirements at vesting. The option exercise price is equal to the price of the Fugro shares at the closing of the stock exchange on the last trading day of the year. The vesting period is three years starting at the first of January of the year following the grant date. The option period is six years.

Overviews of the performance incentive zones for the three measures are shown in the tables below.

ROCE (weight: 25%)	Below threshold	Threshold	Target	Maximum
Target	< 11%	11%	14%	16%
Pay-out as % of target	0%	25%	100%	175%

Growth (weight: 25%)	Below threshold	Threshold	Target	Maximum
Target annual growth rate	< 8%	8%	11%	14%
Pay-out as % of target	0%	25%	100%	175%

Return on capital employed (ROCE) is defined as net operating profit after tax (NOPAT) as a percentage of average total equity plus net interest bearing debt, in the last year of the three year period.

Growth is the compounded average annual growth rate of revenues, including acquisitions, over the three year period. Both ROCE and Growth are excluding the impact of the multi-client library as the multi-client business is not part of the strategic plan.

Total Shareholder Return ranking (weight: 50%)	Vesting (% of conditional award)
1	175%
2	150%
3	125%
4	100%
5	75%
6	50%
7	25%
8 – 12	0%

Total Shareholder Return (TSR), is defined as the share price increase, including reinvested dividends. TSR is measured over a three year period based on a three month average period before grant and before vesting date. The relative position within the peer group determines the award level. The composition of the peer group is evaluated on a yearly basis, among others, in light of corporate events, but initially comprises of: Amec, Baker Hughes, Boskalis, Core Laboratories, Fluor Corp., John Wood Group, Oceaneering Int., Schlumberger, Subsea 7, Technip and Transocean.

Share ownership guidelines

In the proposed policy, minimum share ownership guidelines are introduced. For the CEO this amounts to 250% of base salary and for the other members of the Board of Management this amounts to 125% of base salary. The build up period equals 5 years.

Agenda item 6b

Approval of the (revised) option and share scheme (long term incentive plan)

With respect to the long-term incentive plan under the proposed remuneration policy as described above, it is proposed to award the members of the Board of Management with (rights to acquire) shares. The conditional number of shares and options to be awarded at grant are based on the average share price over the last 3 months of 2014. The option valuation is based on the binomial model. The ratio of the number of shares versus options at grant will be 1 to 2. The value at grant is based on the face value for ROCE and Growth and based on the fair value for TSR. The number of conditionally granted shares and options will be fixed for a period of three years. This implies that the same number of shares and options are conditionally awarded on 31 December 2014, 31 December 2015 and 31 December 2016. After the remuneration policy has been evaluated and may have been adjusted, a new calculation will be made for the long term incentive grant of 31 December 2017 and further. The maximum number of shares and options that can vest equals 175% of the conditionally granted number of shares and options (only in the case that maximum performance is achieved on all three measures).

Options and shares will be granted to the members of the Board of Management and other employees in such way that at any moment the maximum number of outstanding (conditional) options to acquire ordinary shares and the maximum number of outstanding conditional shares in Fugro will not exceed the mandate of 7.5% of the issued ordinary share capital.

In order to mitigate dilution, historically it has always been Fugro's policy to re-purchase shares to cover the options granted, effectively with the result that no new shares were issued when options were exercised. This will be the policy going forward under the combined share and option program.

Agenda item 7

Re-appointment of auditor to audit the 2014 and the 2015 Financial Statements

Based on the new Auditors Bill in the Netherlands that will take into effect on 1 January 2016 and which introduces mandatory rotation of the external auditor every eight years, a selection process will be initiated in order to propose the appointment of a new external auditor effective 2016.

At the AGM held on 6 May 2010, KPMG Accountants N.V. (KPMG) was reappointed as the external auditor for a period of four years. The Board of Management and the Audit Committee have conducted a thorough assessment of the functioning of KPMG in accordance with best practice provision V.2.3 of the Code. The outcome of the assessment was positive and, following the recommendation of the Audit Committee, the Supervisory Board recommends that the assignment to audit the 2014 and the 2015 Financial Statements of the company will be awarded to KPMG. The main conclusions of the assessment of the functioning of KPMG will be communicated at the meeting on 6 May 2014.

Agenda item 8

Re-appointment of Mr. P. van Riel (CEO)

As announced on 7 March 2014 the Supervisory Board proposes that Mr. Paul van Riel, whose four-year term expires after the AGM on 6 May 2014, be re-appointed as member of the Board of Management for a term of four years, with effect from 6 May 2014. This term will end at the end of the AGM in 2018. This proposal is not binding.

Mr. Van Riel (1956) joined Fugro in 2001, and his first appointment as member of the Board of Management was confirmed in the AGM in May 2006. He was re-appointed to the Board of Management in the AGM in May 2010 and appointed as Chairman of the Board of Management / Chief Executive Officer (CEO) on 16 November 2012. If Mr. Van Riel is re-appointed, he will remain the CEO of the company.

Upon re-appointment, the key terms of Mr. Van Riel's management services agreement, as set out in the Annual Report 2013 on pages 88 – 92 (remuneration report) and on pages 186 – 189, will continue to apply unless the AGM adopts the revised remuneration policy and approves the option and share scheme as referred to under agenda items 6a and 6b, in which case the terms will apply as set out in the revised remuneration policy.

Agenda item 9a

Re-appointment of Mr. G-J. Kramer

As announced on 7 March 2014 the Supervisory Board proposes that Mr. Gert-Jan Kramer, whose second four-year term expires after the AGM on 6 May 2014, be re-appointed as member of the Supervisory Board for a term of two years, with effect from 6 May 2014. This term will end at the end of the AGM in 2016. This proposal is not binding.

Mr. Kramer (1942) has the Dutch nationality and his required (biographical) details can be found on page 80 of the Annual Report 2013.

He complies with the statutory regime limiting the number of supervisory positions that may be held by supervisory directors under the Act on Management and Supervision of Management (Wet Bestuur en Toezicht) as well as the independence criteria of best practice provision III.2.2 of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board.

Mr. Kramer holds 4,531,657 shares in Fugro.

Because of the fact that Mr. Bo Smith will step down at the end of the AGM after twelve years on the Supervisory Board and that Mr. John Colligan has to step down next year for the same reason, the proposal for the re-appointment of Mr. Kramer is based in particular on maintaining sufficient Fugro knowledge and experience in the Supervisory Board during the transition period, as well as his valuable input in the Supervisory Board and the remuneration committee.

Agenda item 9b

Appointment of Mr. D.J. Wall

As announced on 7 March 2014 the Supervisory Board proposes that Mr. Douglas Wall be appointed as member of the Supervisory Board for a term of four years, with effect from 6 May 2014. This term will end at the end of the AGM in 2018. This proposal is not binding.

Mr. Wall (1953) has American/Canadian nationality and he has extensive experience in senior executive positions in the oil and gas services industry where he worked all of his life. Until his retirement he served for five years as President and Chief Executive Officer of Patterson-UTI Energy, a publicly listed company that provides onshore contract drilling and pressure pumping services to support exploration and production of oil and natural gas operators in the US and Canada. Prior to joining Patterson-UTI Energy, Mr. Wall worked for ten years at Baker Hughes, a diversified oilfield services company, where he served as Group President of Completions and Production and gained broad international experience. Before that, he held a variety of executive positions with oilfield services companies in Canada.

Mr. Wall complies with the statutory regime limiting the number of supervisory positions that may be held by supervisory directors under the Act on Management and Supervision of Management as well as the independence criteria of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board.

Mr. Wall holds no shares in Fugro.

Mr. Wall was selected because of his background, professional career and his business experience in a global oil and gas services environment. He currently serves on the Board of Directors of Select Energy Services, a privately owned company that provides water solutions and well site services to oilfield operators in the United States and Canada. After his appointment, Mr. Wall will succeed Mr. Bo Smith, who will step down because his third four-year term expires.

Agenda item 9c

Appointment of Mr. A.J. Campo

As announced on 18 March 2014 the Supervisory Board proposes that Mr. Antonio J. Campo be appointed as member of the Supervisory Board for a term of four years, with effect from 6 May 2014. This term will end at the end of the AGM in 2018. This proposal is not binding.

Mr. Campo (1957) is a Colombian citizen and has spent 28 years of his professional career at Schlumberger, the world's leading oilfield services company, in a multitude of senior management positions in different parts of the world. Most recently, he was President for the Latin America region, including Mexico, while he served earlier as President of Europe, Africa, Russia and Central Asia and as President of integrated project management, being responsible for all integrated projects worldwide. From 2009 until 2012, Mr. Campo was Chief Executive Officer of Integra Group, a listed oilfield services company, mainly active in Russia and the Commonwealth of Independent States (CIS). Currently he serves as vice chairman on the board of Basin Holdings (US), a privately held, global, independent and integrated oilfield supply and services company.

Mr. Campo complies with the statutory regime limiting the number of supervisory positions that may be held by supervisory directors under the Act on Management and Supervision of Management as well as the independence criteria of the Dutch Corporate Governance Code and the profile drawn up by the Supervisory Board.

Mr. Campo holds no shares in Fugro.

If Mr. Campo is appointed, he will succeed Mr. John Colligan who will step down from the Supervisory Board in 2015, as at that time his third four-year term expires. Mr. Campo was selected because of his senior management roles in the global oil and gas services business and especially his experience in emerging markets and with large multidisciplinary projects. His cultural background will contribute to Supervisory Board diversity.

Agenda item 10a

Authorisation of the Board of Management to grant or issue (rights to acquire) 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 6 May 2014 until 6 November 2015, to, subject to the approval of the Supervisory Board, resolve on the issue of – and/or on the granting of rights to acquire ordinary shares and/or 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 granting of rights to acquire 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 a merger, takeover or strategic partnership. If granted, this authorisation will replace the authorisation granted at the 2013 AGM.

Agenda item 10b

Authorisation of the Board of Management to limit 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 6 May 2014 until 6 November 2015, subject to the approval of the Supervisory Board, to limit or exclude pre-emption rights in relation to any issue or grant of (rights to acquire) 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 a merger, takeover or strategic partnership. If granted, this authorisation will replace the authorisation granted at the 2013 AGM.

Agenda item 11

Authorisation of the Board of Management to repurchase own shares[1]

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 6 May 2014 until 6 November 2015, 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 Amsterdam for the five business days preceding the date on which the purchase is made.

This authorisation to purchase own 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 2013 AGM.

Agenda item 12

Capital reduction with respect to shares[1] held by Fugro in its own share capital

It is proposed that the AGM resolves to reduce the issued share capital through cancellation of shares that are repurchased to offset dilution resulting from the issuance of shares within the framework of the 2013 dividend distribution.

The reduction is restricted to a number of shares equal to the number of shares to be issued out of the profits of the financial year 2013 in the form of stock dividend and that number will never be more than 10 percent of the issued capital at the time of this resolution. Only shares held by Fugro may be cancelled. The number of shares that will be cancelled will be determined by the Board of Management. The resolution to implement the capital reduction shall be filed at the trade register and published in a national daily newspaper. The authority of the Board of Management to determine the numbers of the shares will expire at the conclusion of next year's AGM.

The Agenda, the Explanatory notes to the agenda and other meeting documents are available on Fugro's corporate website: www.fugro.com Information on attending the AGM

INFORMATION ON ATTENDING THE AGM

Record Date

You may attend the AGM if, on Tuesday 8 April 2014 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, The Netherlands, fax +31 (0)70 3202703 or, preferably, by e-mail: w.mulders@fugro.com), no later than Tuesday 29 April 2014 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/governance/.

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 no later than Tuesday 29 April 2014 at 5.00pm (CET).

Intermediaries must, no later than **Wednesday 30 April 2014 at 5.30pm (CET)**, present a statement to ABN AMRO Bank N.V. ('ABN AMRO') via 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 meeting.

Proxies

Holders of shares

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/governance/.

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/governance/.

Proxies must be received by Fugro (attn. Mr. W.G.M. Mulders, P.O. Box 41, 2260 AA Leidschendam, The Netherlands, fax +31 (0)70 3202703 or, preferably, by e-mail: w.mulders@fugro.com) no later than Tuesday 29 April 2014 at 5.00pm (CET).

Electronic proxy including voting instruction for certificate holders

Holders of certificates of shares may grant an electronic power of attorney including a voting instruction via www.abnamro.com/evoting to SGG Netherlands N.V. in Amsterdam no later than Tuesday 29 April 2014 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 6 May 2014 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 video webcast on www.fugro.com.

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