



As announced on 27 February 2015 the Supervisory Board proposes that Mr. Mark Heine be appointed as member of the Board of Management for a term of four years, with effect from 30 April 2015. This term will end at the end of the AGM in 2019.

Mr. Heine (1973) has Dutch nationality and he is member of Fugro's Executive Committee and Director of the Survey division since May 2013. He joined Fugro in 2000 and served, amongst others, as Managing Director of Fugro Survey B.V. and as Regional Manager Europe-Africa for the Survey division. He holds a MSc in Geodetic Engineering from Delft University of Technology. Mr. Heine has the experience, drive and ability to make a strong contribution to realize Fugro's strategic plans.

Shareholding

Currently Mr. Heine holds the following Fugro securities: 3,600 shares; 8,500 conditional performance shares; 17,000 conditional performance options; and 54,000 unconditional.

Main elements Management Services Agreement with Mr. Heine

Mr. Heine will provide his services on the basis of a Management Services Agreement. As a consequence thereof, no employment relation will exist between Fugro and Mr. Heine.

Fugro's remuneration policy as approved by the AGM on 6 May 2014 and published on Fugro's corporate website (www.fugro.com/about-fugro/corporate-governance/remuneration) will apply to the agreement.

Duration

The Management Services Agreement is for renewable periods (depending on the term of the re-appointment by the AGM). The first term of office is for a period of four years. This term starts on 30 April 2015 and will expire at the end of the Annual General Meeting (AGM) in 2019.

Each party may at all times terminate the agreement by giving written notice to the other party before the end of a calendar month, subject to a three months' notice period for both parties.

Fixed annual compensation

The fixed annual compensation (including holiday allowance) shall amount to EUR 450,000 gross per year.

Annual bonus (Short Term Incentive)

Mr. Heine is eligible to an annual bonus in accordance with the conditions as prescribed by Fugro's remuneration policy. The amount of the annual bonus will be determined by the Supervisory Board in accordance with the remuneration policy.

Conditional performance shares and conditional performance options (Long Term Incentive)

Mr. Heine is eligible to participate in Fugro's 2014 long-term incentive plan in accordance with the conditions as prescribed by this scheme and Fugro's remuneration policy. The number of conditional performance shares and conditional performance options to be granted will be determined by the Supervisory Board in accordance with the remuneration policy.

Ultimum remedium and claw back clauses

In accordance with the remuneration policy, the management services agreement of Mr. Heine contains an ultimatum remedium clause and a claw back clause.

Pension, sickness, disability and death

Mr. Heine will participate in Fugro's (collective) pension scheme. The payment of the premium shall be on Fugro's account. The arrangements with respect to sickness, disability and death are in line with the other members of the Board of Management.

Fringe benefits

The fringe benefits are commensurate with the position held and include a company car.



Severance compensation

Severance compensation in case of non-renewal of the appointment or termination of the agreement by Fugro other than for an urgent cause and/or reasons which are exclusively or mainly found in imputable acts or omissions on the side of Mr. Heine, is limited to one time his fixed annual compensation. The same applies in case the agreement is terminated by Mr. Heine if such termination is justified by such change of circumstances that he cannot reasonably be expected to continue the performance of his services as a statutory director of Fugro (for example a change of control).

Other conditions

The usual conditions regarding confidentiality and non-competition are applicable.
