



## Agenda

- 1 Opening and notifications
- 2 Report of the Supervisory Board for the year 2015
  - a) General report (*for discussion*)
  - b) Application of the remuneration policy in 2015 (*for discussion*)
- 3 Report of the Board of Management for the year 2015 (*for discussion*)
- 4 Adoption of the 2015 Financial Statements (*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 Reappointment of auditor to audit the 2017 Financial Statements (*for resolution*)
- 7 Composition of the Supervisory Board: Reappointment of Mr. H.L.J. Noy (*for resolution*)
- 8 Composition of the Board of Management: Appointment of Mr. B.M.R. Bouffard (*for resolution*)
- 9 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*)
- 10 Authorisation of the Board of Management to repurchase own shares\* (*for resolution*)
- 11 Any other business
- 12 Closing of the meeting

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\*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 'depository 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 2015**

The Supervisory Board reports on its activities during the financial year 2015. The report is included in the 2015 annual report on pages 75 - 83.

### ***Agenda item 2b***

#### **Application of the remuneration policy in 2015**

In accordance with Dutch legislation, the application of the remuneration policy in 2015 will be discussed during the AGM. Please refer to the 2015 remuneration report, which is included in the 2015 annual report on pages 84 - 90. The remuneration report is also available on Fugro's corporate website.

### ***Agenda item 3***

#### **Report of the Board of Management for the year 2015**

This agenda item includes the discussion of the report by the Board of Management which is included in the 2015 annual report on pages 28 - 40. The Board of Management will give a presentation on market developments, the performance of Fugro in 2015 and on recent developments.

### ***Agenda item 4***

#### **Adoption of the 2015 Financial Statements**

It is proposed to adopt the 2015 Financial Statements. As announced earlier, it has been decided to not propose a dividend over 2015 to shareholders.

### ***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 2015 from all liability in relation to the exercise of their duties in the financial year 2015, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2015 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 2015 from all liability in relation to the exercise of their duties in the financial year 2015, to the extent that such exercise is apparent from the financial statements or other public disclosures prior to the adoption of the 2015 Financial Statements.

### ***Agenda item 6***

#### **Reappointment of auditor to audit the 2017 Financial Statements**

At the AGM held on 30 April 2015, it was resolved – in accordance with new Dutch legislation for audit firm rotation – to change auditors and to appoint Ernst & Young Accountants LLP as the new independent auditor for Fugro to audit the 2016 Financial Statements. Following the recommendation of the audit committee and the Board of Management, the Supervisory Board proposes to reappoint Ernst & Young Accountants LLP to audit the 2017 Financial Statements.

### ***Agenda item 7***

#### **Composition of the Supervisory Board: Reappointment of Mr. Harrie Noy**

Mr. Harrie Noy is due to step down from the Supervisory Board at the end of the AGM on 29 April 2016 as his first four-year term expires. He is available for reappointment. He is Chairman of the Supervisory Board since May 2013.

Mr. Harrie Noy (1951) has the Dutch nationality and his required (biographical) details can be found on page 75 of the annual report 2015 and on Fugro's corporate website. 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. Noy holds no shares in Fugro.

In the past four-year period, Mr. Noy has made a valuable contribution to the Supervisory Board, notably as its Chairman and as chairman of the nomination committee and chairman ad interim of the remuneration committee. The other members of the Supervisory Board have concluded that Mr. Noy, as a former CEO of a large, publicly listed company, has extensive experience and expertise in leadership, management, strategy and organisation of an internationally operating company as Fugro. Furthermore, his technical background and broad experience in the consultancy engineering business is an excellent match with

the company. In accordance with its profile and by-laws, the Supervisory Board proposes to reappoint Mr. Noy as member of the Supervisory Board for a second four-year term. This term will end at the end of the AGM in 2020.

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

#### **Composition of the Board of Management: Appointment of Mr. Brice Bouffard**

As announced on 15 February 2016 the Supervisory Board proposes that Mr. Brice Bouffard be appointed as member of the Board of Management for a term of four years, with effect from 29 April 2016. This term will end at the end of the AGM in 2020.

Mr. Brice Bouffard (1970) most recently worked at Weatherford, a large US based multinational oilfield services company, where he held positions first as Global Vice President Petroleum Consulting and later as Global Vice President Wireline and Testing, a large business with activities in more than 50 countries. Prior to Weatherford, he was Vice President Sales and Marketing at Spectraseis, a company specialized in cutting-edge innovations for seismic monitoring and data processing. He spent the first 13 years of his career at Schlumberger in a range of technical, IT and commercial positions in various countries, mostly within Schlumberger Information Solutions where he was among others responsible for the Information Management global business. His last position at Schlumberger was Continental Europe Sales and Marketing Director. Mr. Bouffard holds master degrees in physics and geophysics. He has the French nationality and has worked in France, Nigeria, Romania, Switzerland, South America, UK and USA.

In the Board of Management, he will take responsibility for the onshore geotechnical activities, to be complemented later this year with the geospatial activities. With his extensive international experience in Fugro's kind of business, strong operational, commercial and entrepreneurial management skills and broad experience in information technology, Mr. Bouffard is highly qualified to support the strategic development of Fugro.

The size and composition of the Board of Management and the combined experience and expertise should be such that it best fits the profile and strategy of the company. Gender diversity is an important consideration in the profile and selection process for new members of the Board of Management. The Supervisory Board took this seriously into account with respect to the nomination of Mr. Bouffard. However, the first priority when considering vacancies is quality, expertise, experience and fit with the team. Unfortunately, not many women fill senior positions in the highly technical environment in which Fugro operates. Nevertheless, the company encourages the development of female talent which has led to appointments in key management positions.

The main elements of the management services agreement with Mr. Bouffard (as applicable after his appointment) are available on Fugro's corporate website: [www.fugro.com/about-fugro/corporate-governance/shareholder-meetings](http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings).

### ***Agenda item 9a***

#### **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 29 April 2016 until 29 October 2017, 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 and, in addition, a maximum of 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 2015 AGM.

### ***Agenda item 9b***

#### **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 29 April 2016 until 29 October 2017, 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 and, in addition, a maximum of 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 2015 AGM.

### ***Agenda item 10***

#### **Authorisation of the Board of Management to repurchase own 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 of 29 April 2016 until 29 October 2017, to, subject to the approval of the Supervisory Board, cause Fugro to purchase

(certificates of) its own 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 Euronext Amsterdam for the five business days preceding the date on which the purchase is made. This authorisation to purchase (certificates of) own shares, provides the Board of Management the required flexibility to fulfil its obligations deriving from employee option and share plans, stock dividend or for other purposes. If granted, this authorisation will replace the authorisation granted at the 2015 AGM.

*The agenda, the explanatory notes to the agenda and other meeting documents are available on Fugro's corporate website:*  
[www.fugro.com/about-fugro/corporate-governance/shareholder-meetings](http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings)

## Information on attending the AGM

### Record Date

You may attend the AGM if, on **Friday 1 April 2016** 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](mailto:w.mulders@fugro.com)), no later than **Thursday 21 April 2016 at 5.30pm (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/about-fugro/corporate-governance/shareholder-meetings](http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings).

#### ***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 **Thursday 21 April 2016 at 5.30pm (CET)**.

Intermediaries must, no later than **Friday 22 April 2016 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 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, holders of shares can use the power of attorney which is available on [www.fugro.com/about-fugro/corporate-governance/shareholder-meetings](http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings).

#### ***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/about-fugro/corporate-governance/shareholder-meetings](http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings).

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](mailto:w.mulders@fugro.com)) no later than **Thursday 21 April 2016 at 5.30pm (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](http://www.abnamro.com/evoting) to SGG Netherlands N.V. in Amsterdam no later than **Thursday 21 April 2016 at 5.30pm (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 or insofar as section 2:118a paragraph 2 of the Dutch Civil Code is applied.

#### **Registration for admission and identification**

The AGM starts at 2.00pm. Registration for admission to the AGM will take place on 29 April 2016 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/about-fugro/corporate-governance/shareholder-meetings](http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings).

Leidschendam, 16 March 2016

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