



Fugro N.V. ('Fugro') 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 **Tuesday 2 May 2017 at 2pm (CET)**.

### Agenda

- 1 Opening and notifications
- 2 Report of the Supervisory Board for the year 2016
  - a) General report (*for discussion*)
  - b) Application of the remuneration policy in 2016 (*for discussion*)
- 3 Report of the Board of Management for the year 2016 (*for discussion*)
- 4 Adoption of the 2016 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 Remuneration Board of Management
  - a) Adoption of the adjustments to the remuneration policy (*for resolution*)
  - b) Approval of the adjustments to the long-term incentive plan (*for resolution*)
- 7 Reappointment of auditor to audit the 2018 Financial Statements (*for resolution*)
- 8 Composition of the Supervisory Board: Reappointment of Mr. J.C.M. Schönfeld (*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

\*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.

**Meeting documents** (as from today available on the website: [www.fugro.com/about-fugro/corporate-governance/shareholder-meetings](http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings) and, free of charge, at the office of Fugro)

- Notice and information on attending the AGM
- Agenda with the explanatory notes
- Annual Report (including the Financial Statements) 2016
- Draft adjusted remuneration policy
- Total outstanding share capital and voting rights
- Power of attorney, voting instruction and reply form for holders of shares
- Power of attorney and voting instruction for holders of certificates of shares
- Route description Crowne Plaza Den Haag - Promenade

### Information on attending the AGM

#### Record Date

You may attend the AGM if, on **Tuesday 4 April 2017** 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 **Tuesday 25 April 2017 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 **Tuesday 25 April 2017 at 5.30pm (CET)**.

Intermediaries must, no later than **Wednesday 26 April 2017 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 **Tuesday 25 April 2017 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 Financial Services B.V. in Amsterdam no later than **Tuesday 25 April 2017 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 2 May 2017 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, 20 March 2017

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