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## CODE OF CONDUCT FOR MANAGING BOARD AND SUPERVISORY BOARD

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### **1. INTEGRITY**

By this is at least understood integrity and transparency of decision-making by the Managing Board of Fugro, and proper supervision thereof by the Managing Board of Fugro.

### **2. LEGISLATION AND REGULATIONS**

The Managing Board of Fugro is responsible for complying with all relevant legislation and regulations. Therefore an internal risk management and control system exists, about which shall be reported annually in the annual accounts. In the report of the external accountant attention shall be paid to the operation of this internal risk management and control system, including the monitoring of the compliance with regulation of the Managing Board.

### **3. EMPLOYEES**

Fugro shall ensure that employees have the possibility of reporting alleged irregularities of a general, operational and financial nature in Fugro ("the Rules of conduct relating to suspected irregularities") to the chairman of the Managing Board. Alleged irregularities concerning the functioning of Managing Board members shall be reported to the chairman of the supervisory board. The rules shall be posted on Fugro's website.

### **4. CONFLICTS OF INTEREST**

All transactions in which there are conflicts of interest with Managing Board members or Supervisory Board members shall be agreed on terms that are customary in the branch concerned. Decisions to enter into transactions under which Managing Board members or supervisory board members would have conflicts of interest that are of material significance to Fugro and/or to the relevant Managing Board member or Supervisory Board member require the approval of the Supervisory Board. Such transactions shall be published in the Annual Report, together with a statement of the conflict of interest.

### **5. REPORTING**

The outline of the corporate governance structure of Fugro shall be explained in a separate chapter of the annual report. In this chapter Fugro shall indicate expressly to what extent it applies the best practice provisions in this corporate governance code and, if it does not do so, why and to what extent it does not apply them. Furthermore the role and procedures of the Managing Board and the Supervisory Board of Fugro, the reporting of conflicts of interest of Managing Board members and/or supervisory board members (if applicable), the key committees of the Supervisory Board, the independence statement of the Supervisory Board and the remuneration policy of Fugro.

### **6. SECURITIES TRANSACTIONS**

The Supervisory Board shall adopt a set of regulations containing rules governing ownership of and transactions in securities by Managing Board members and supervisory board members of Fugro, other than securities issued by Fugro itself. The regulations shall be posted on Fugro's website.