

**FUGRO N.V.**

version 9 March 2011

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## **CORPORATE GOVERNANCE**

### ***General***

Fugro subscribes from the outset that the Dutch Corporate Governance Code is based on the principle accepted in the Netherlands that a company is a long-term alliance between the various parties involved in the company. The stakeholders are the groups and individuals who, directly or indirectly, influence – or are influenced by – the attainment of the company's objects: i.e. employees, shareholders and other lenders, suppliers, clients, the public sector and civil society. The Board of Management and the Supervisory Board have overall responsibility for weighing up these interests, generally with a view to ensuring the continuity of the enterprise, while the company endeavours to create long-term shareholder value.

It is very important for Fugro to achieve a balance between the interests of its various stakeholders. Good entrepreneurship, integrity, openness and transparent management as well as good supervision of the management are the starting points for Fugro's corporate governance structure.

### ***Dutch Corporate Governance Code***

The Dutch Corporate Governance Code was initially set up by the Tabaksblat Committee in December 2003 (Code Tabaksblat). Fugro's corporate governance structure was approved by the Annual General Meeting (AGM) in May 2004. The Code Tabaksblat was revised by the Corporate Governance Code Monitoring Committee (Frijns Committee) in December 2008. On 10 December 2009 the Dutch legislator designated the revised Code by decree as the new corporate governance code as defined by article 2:391 Dutch Civil Code. For Fugro the Code became effective retrospectively as per 1 January 2009 and had hardly any consequences for Fugro's corporate governance structure. The full text of the Code is available at [www.commissiecorporategovernance.nl](http://www.commissiecorporategovernance.nl).

In accordance with the recommendations of the Frijns Committee, the broad outline of Fugro's corporate governance structure and compliance with the principles and best practices of the Code - including explanation of a few deviations - was discussed in the AGM held on 6 May 2010. Since that date no changes have been made to the corporate governance structure.

Any future substantial changes in Fugro's corporate governance structure and its compliance with the Code will be submitted to shareholders for discussion under a separate agenda item.

Fugro's corporate governance structure, its supervision and the way it is reported is in line with the Code. The Code contains principles and best practice provisions that regulate relations between the Board of Management, the Supervisory Board and the General Meeting. The principles may be regarded as reflecting the general views on good corporate governance, which enjoy wide support. They have been elaborated in the form of specific best practice provisions. Companies may depart from the best practice provisions. Departures may be justified in certain circumstances. Fugro explains annually in its Annual Report to what extent it has applied the principles and best practice provisions in the Code during the previous year and, if it did not do so, why and to what extent it did not apply them.

Fugro takes the view that shareholders and certificate holders, the media, corporate governance 'rating agencies' and proxy advisors should carefully assess the reason for each and every departure from the Code's provisions and they should avoid a 'tick-a-box' mentality. A shareholder or certificate holders shall vote as he sees fit. A shareholder or certificate holder who makes use of the voting advice of a third party is expected to form his own judgment on the voting policy of this adviser and the voting advice provided by him.

The '**Comply or Explain**'- report as referred to in the Code may be found below. The text of the Code (the principles and best practice provisions) is included in full\*). Whether a provision is complied or otherwise by Fugro is indicated for each provision.

9 March 2011

Board of Management and Supervisory Board  
Fugro N.V.

*\*) The corporate governance code is drawn up in the Dutch language and this translation serves only to assist. References to legal terms and concepts are to be understood as references to Dutch legal terms and concepts. Where the text of this translation may deviate from the related Dutch wording, the Dutch wording prevails.*

## **THE DUTCH CORPORATE GOVERNANCE CODE**

### **I Compliance with and enforcement of the Code**

#### **Principle**

The management board and the supervisory board are responsible for the corporate governance structure of the company and for compliance with this code. They are accountable for this to the general meeting and should provide sound reasons for any non-application of the provisions. Shareholders take careful note and make a thorough assessment of the reasons given by the company for any non-application of the best practice provisions of this code. They should avoid adopting a 'box-ticking approach' when assessing the corporate governance structure of the company and should be prepared to engage in a dialogue if they do not accept the company's explanation. There should be a basic recognition that corporate governance must be tailored to the company-specific situation and that non-application of individual provisions by a company may be justified.

*Fugro endorses this principle. Fugro's corporate governance and the duties of managing and supervisory directors are regulated by Book 2 of the Dutch Civil Code, Fugro's articles of association, the Rules on Listed Securities (Fondsenreglement) of NYSE Euronext (Listing Rules), the Act on Financial Supervision (Wet op het financieel toezicht) and this Code (Dutch Corporate Governance Code).*

#### **Best practice provisions**

- I.1 The broad outline of the corporate governance structure of the company shall be explained in a separate chapter of the annual report, partly by reference to the principles mentioned in this code. In this chapter the company shall indicate expressly to what extent it applies the best practice provisions in this code and, if it does not do so, why and to what extent it does not apply them.

*Fugro applies this best practice.*

- I.2 Each substantial change in the corporate governance structure of the company and in the compliance of the company with this code shall be submitted to the general meeting for discussion under a separate agenda item.

*Fugro applies this best practice. Substantial changes in Fugro's corporate governance structure will be submitted to the General Meeting for discussion under a separate agenda item.*

## **II The Management Board**

### **II.1 Role and procedure**

#### **Principle**

The role of the management board is to manage the company, which means, among other things, that it is responsible for achieving the company's aims, the strategy and associated risk profile, the development of results and corporate social responsibility issues that are relevant to the enterprise. The management board is accountable for this to the supervisory board and to the general meeting. In discharging its role, the management board shall be guided by the interests of the company and its affiliated enterprise, taking into consideration the interests of the company's stakeholders. The management board shall provide the supervisory board in good time with all information necessary for the exercise of the duties of the supervisory board. The management board is responsible for complying with all relevant primary and secondary legislation, for managing the risks associated with the company activities and for financing the company. The management board shall report related developments to and shall discuss the internal risk management and control systems with the supervisory board and the audit committee.

*Fugro endorses this principle. Fugro has a two-tier board structure, i.e. a separate Board of Management (or management board) and a separate Supervisory Board. The terms of reference of the Board of Management (Rules governing the Managing Board's Principles and Best Practices) are available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

#### **Best practice provisions**

- II.1.1 A management board member is appointed for a maximum period of four years. A member may be reappointed for a term of not more than four years at a time.

*Fugro does not fully apply this best practice with respect to one managing director. The Board of Management of Fugro is composed of 5 managing directors, who are appointed by the General Meeting.*

*Not fully compliant The term of appointment (indefinitely) of one of the managing directors (Mr. K.S. Wester) deviates from this provision. Mr. Wester was appointed to the Board of Management in 1996 before the Code came into force. Fugro cannot rescind rights that have been granted and Fugro respects agreements made before the introduction of the Code in 2004.*

- II.1.2 The management board shall submit to the supervisory board for approval:
- a) the operational and financial objectives of the company;
  - b) the strategy designed to achieve the objectives;
  - c) the parameters to be applied in relation to the strategy, for example in respect of the financial ratios; and
  - d) corporate social responsibility issues that are relevant to the enterprise.
- The main elements shall be mentioned in the annual report.

*Fugro applies this best practice.*

- II.1.3 The company shall have an internal risk management and control system that is suitable for the company. It shall, in any event, employ as instruments of the internal risk management and control system:
- a) risk analyses of the operational and financial objectives of the company;
  - b) a code of conduct which should be published on the company's website;
  - c) guides for the layout of the financial reports and the procedures to be followed in drawing up the reports; and
  - d) a system of monitoring and reporting.

*Fugro applies this best practice. Fugro's Code of Conduct (Business Principles and Business Partner Code) is available on the corporate website: [www.fugro.com](http://www.fugro.com).*

- II.1.4 In the annual report the management board shall provide:
- a) a description of main risks related to the strategy of the company;
  - b) a description of the design and effectiveness of the internal risk management and control systems for the main risks during the financial year; and
  - c) a description of any major failings in the internal risk management and control systems which have been discovered in the financial year, any significant changes made to these systems and any major improvements planned, and a confirmation that these issues have been discussed with the audit committee and the supervisory board.

*Fugro applies this best practice.*

- II.1.5 As regards financial reporting risks the management board states in the annual report that the internal risk management and control systems provide a reasonable assurance that the financial reporting does not contain any errors of material importance and that the risk management and control systems worked properly in the year under review. The management board shall provide clear substantiation of this.

*Fugro applies this best practice.*

- II.1.6 In the annual report, the management board shall describe the sensitivity of the results of the company to external factors and variables.

*Fugro applies this best practice.*

- II.1.7 The management board shall ensure that employees have the possibility of reporting alleged irregularities of a general, operational and financial nature within the company to the chairman of the management board or to an official designated by him, without jeopardising their legal position. Alleged irregularities concerning the functioning of management board members shall be reported to the chairman of the supervisory board. The arrangements for whistle-blowers shall be posted on the company's website.

*Fugro applies this best practice. The whistle-blower's regulations are available on Fugro's corporate website [www.fugro.com](http://www.fugro.com).*

II.1.8 A management board member may not be a member of the supervisory board of more than two listed companies. Nor may a management board member be the chairman of the supervisory board of a listed company. Membership of the supervisory board of other companies within the group to which the company belongs does not count for this purpose. The acceptance by a management board member of membership of the supervisory board of a listed company requires the approval of the supervisory board. Other important positions held by a management board member shall be notified to the supervisory board.

*Fugro applies this best practice.*

II.1.9 If the management board invokes a response time within the meaning of best practice provision IV.4.4, such period may not exceed 180 days from the moment the management board is informed by one or more shareholders of their intention to put an item on the agenda to the day of the general meeting at which the item is to be dealt with. The management board shall use the response time for further deliberation and constructive consultation. This shall be monitored by the supervisory board. The response time may be invoked only once for any given general meeting and may not apply to an item in respect of which the response time has been previously invoked or meetings where a shareholder holds at least three quarters of the issued capital as a consequence of a successful public bid.

*Fugro will apply this best practice. In addition to this provision (and provision IV.4.4), the Dutch Corporate Governance Code Monitoring Committee recommends that the following basic principle be embedded in legislation: when the management board is confronted with requests from one or more shareholders that could alter the company's strategy, the management board should be given sufficient time to take a considered decision of this. If this recommendation will indeed be embedded in legislation, Fugro will off course observe this (new) legislation.*

II.1.10 If a takeover bid for the company's shares or for the depositary receipts for the company's shares is being prepared, the management board shall ensure that the supervisory board is closely involved in the takeover process in good time.

*Fugro will apply this best practice.*

II.1.11 If the management board of a company for which a takeover bid has been announced or made receives a request from a competing bidder to inspect the company's records, the management board shall discuss this request with the supervisory board without delay.

*Fugro will apply this best practice.*

## **II.2 Remuneration**

### ***Level and composition of the remuneration***

#### **Principle**

The level and structure of the remuneration which the management board members receive from the company for their work shall be such that qualified and

expert managers can be recruited and retained. When the overall remuneration is fixed, its impact on pay differentials within the enterprise shall be taken into account. If the remuneration consists of a fixed component and a variable component, the variable component shall be linked to predetermined, assessable and influenceable targets, which are predominantly of a long-term nature. The variable component of the remuneration must be appropriate in relation to the fixed component. The remuneration structure, including severance pay, shall be simple and transparent. It shall promote the interests of the company in the medium and long term, may not encourage management board members to act in their own interests or take risks that are not in keeping with the adopted strategy, and may not 'reward' failing board members upon termination of their employment. The supervisory board is responsible for this. The level and structure of remuneration shall be determined by reference to, among other things, the results, the share price performance and non-financial indicators that are relevant to the company's long-term value creation. The shares held by a management board member in the company on whose board he sits are long-term investments. The amount of compensation which a management board member may receive on termination of his employment may not exceed one year's salary, unless this would be manifestly unreasonable in the circumstances.

*Fugro endorses this principle. Fugro doesn't impose restrictions on shares which are acquired as result of the exercise of employee (stock) options.*

#### **Best practice provisions**

- II.2.1 Before drawing up the remuneration policy and determining the remuneration of individual management board members, the supervisory board shall analyse the possible outcomes of the variable remuneration components and how they may affect the remuneration of the management board members.  
*Fugro c.q. the Supervisory Board applies this best practice. Fugro's present remuneration policy was adopted by the General Meeting on 14 May 2008 and is available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*
- II.2.2 The supervisory board shall determine the level and structure of the remuneration of the management board members by reference to the scenario analyses carried out and with due regard for the pay differentials within the enterprise.  
*Fugro c.q. the Supervisory Board applies this best practice.*
- II.2.3 In determining the level and structure of the remuneration of management board members, the supervisory board shall take into account, among other things, the results, the share price performance and non-financial indicators relevant to the long term objectives of the company, with due regard for the risks to which variable remuneration may expose the enterprise.  
*Fugro c.q. the Supervisory Board applies this best practice.*
- II.2.4 If options are granted, they shall, in any event, not be exercised in the first three years after the date of granting. The number of options to be granted shall be dependent on the achievement of challenging targets specified beforehand.

*Fugro c.q. the Supervisory Board applies this best practice. The (stock) options for the Board of Management form part of a broad option scheme that is applicable to senior management throughout the Group (including more than 300 managers). The present stock option scheme was approved by the General Meeting on 14 May 2008. Options are granted annually on 31 December and the option exercise price is equal to the share price at the closing of Euronext Amsterdam on the last trading day of the year. The option period is six years (starting 1 January) and the vesting period is three years. Further details of this option scheme are included in Fugro's Annual Reports as well as in the (annual) Remuneration Report, which are available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

II.2.5 Shares granted to management board members without financial consideration shall be retained for a period of at least five years or until at least the end of the employment, if this period is shorter. The number of shares to be granted shall be dependent on the achievement of challenging targets specified beforehand.  
*This best practice provision does not apply to Fugro's remuneration policy. Fugro doesn't grant shares or certificates of shares to members of the Board of Management.*

II.2.6 The option exercise price may not be fixed at a level lower than a verifiable price or a verifiable price average in accordance with the trading in a regulated market on one or more predetermined days during a period of not more than five trading days prior to and including the day on which the option is granted.  
*Fugro c.q. the Supervisory Board applies this best practice. Options are granted annually on 31 December and the option exercise price is equal to the share price at the closing of Euronext Amsterdam on the last trading day of the year. The option period is six years (starting 1 January) and the vesting period is three years.*

II.2.7 Neither the exercise price of options granted nor the other conditions may be modified during the term of the options, except in so far as prompted by structural changes relating to the shares or the company in accordance with established market practice.  
*Fugro c.q. the Supervisory Board applies this best practice.*

II.2.8 The remuneration in the event of dismissal may not exceed one year's salary (the 'fixed' remuneration component). If the maximum of one year's salary would be manifestly unreasonable for a management board member who is dismissed during his first term of office, such board member shall be eligible for severance pay not exceeding twice the annual salary.

*Not fully compliant Fugro does not fully apply this best practice. The employment agreement with one of the managing directors (Mr. K.S. Wester) does not provide for a specific severance pay on termination of employment. This agreement was entered into in 1981 before the Code came into force. Fugro cannot rescind rights that have been granted and Fugro respects agreements made before the introduction of the Code in 2004.*

II.2.9 The company may not grant its management board members any personal loans, guarantees or the like unless in the normal course of business and on terms

applicable to the personnel as a whole, and after approval of the supervisory board. No remission of loans may be granted.

*Fugro applies this best practice. There are no (personal) loans granted to managing directors (or supervisory directors).*

#### **Determination and disclosure of remuneration**

##### **Principle**

The supervisory board shall determine the remuneration of the individual members of the management board, on a proposal by the remuneration committee, within the scope of the remuneration policy adopted by the general meeting. The report of the supervisory board shall include the principal points of the remuneration report concerning the remuneration policy of the company. This shall describe transparently and in clear and understandable terms the remuneration policy that has been pursued and give an overview of the remuneration policy to be pursued. The full remuneration of the individual management board members, broken down into its various components, shall be presented in the remuneration report in clear and understandable terms.

*Fugro c.q. the Supervisory Board endorses this principle.*

##### **Best practice provisions**

- II.2.10 If a variable remuneration component conditionally awarded in a previous financial year would, in the opinion of the supervisory board, produce an unfair result due to extraordinary circumstances during the period in which the predetermined performance criteria have been or should have been achieved, the supervisory board has the power to adjust the value downwards or upwards.

*Fugro c.q. the Supervisory Board will apply this best practice.*

- II.2.11 The supervisory board may recover from the management board members any variable remuneration awarded on the basis of incorrect financial or other data (claw back clause).

*Fugro c.q. the Supervisory Board applies this best practice. The variable part of the remuneration (annual bonus) is paid to members of the Board of Management subject to this provision.*

- II.2.12 The remuneration report of the supervisory board shall contain an account of the manner in which the remuneration policy has been implemented in the past financial year, as well as an overview of the remuneration policy planned by the supervisory board for the next financial year and subsequent years. The report shall explain how the chosen remuneration policy contributes to the achievement of the long-term objectives of the company and its affiliated enterprise in keeping with the risk profile. The report shall be posted on the company's website.

*Fugro c.q. the Supervisory Board applies this best practice. The (annual) Remuneration Report is available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

- II.2.13 The overview referred to in best practice provision II.2.12 shall in any event contain the following information:
- a) an overview of the costs incurred by the company in the financial year in relation to management board remuneration; this overview shall provide a breakdown showing fixed salary, annual cash bonus, shares, options and pension rights that have been awarded and other emoluments; shares, options and pension rights must be recognised in accordance with the accounting standards;
  - b) a statement that the scenario analyses referred to in best practice provision II.2.1 have been carried out;
  - c) for each management board member the maximum and minimum numbers of shares conditionally granted in the financial year or other share-based remuneration components that the management board may member acquire if the specified performance criteria are achieved;
  - d) a table showing the following information for incumbent management board members at year-end for each year in which shares, options and/or other share-based remuneration components have been awarded over which the management board member did not yet have unrestricted control at the start of the financial year:
    - i) the value and number of shares, options and/or other share-based remuneration components on the date of granting;
    - ii) the present status of shares, options and/or other share-based remuneration components awarded: whether they are conditional or unconditional and the year in which vesting period and/or lock-up period ends;
    - iii) the value and number of shares, options and/or other share-based remuneration components conditionally awarded under i) at the time when the management board member obtains ownership of them (end of vesting period), and
    - iv) the value and number of shares, options and/or other share-based remuneration components awarded under i) at the time when the management board member obtains unrestricted control over them (end of lock-up period);
  - e) if applicable: the composition of the peer group of companies whose remuneration policy determines in part the level and composition of the remuneration of the management board members;
  - f) a description of the performance criteria on which the performance-related component of the variable remuneration is dependent in so far as disclosure would not be undesirable because the information is competition sensitive, and of the discretionary component of the variable remuneration that can be fixed by the supervisory board as it sees fit;
  - g) a summary and account of the methods that will be applied in order to determine whether the performance criteria have been fulfilled;
  - h) an ex-ante and ex-post account of the relationship between the chosen performance criteria and the strategic objectives applied, and of the relationship between remuneration and performance;

- i) current pension schemes and the related financing costs; and
- j) agreed arrangements for the early retirement of management board members.

*Fugro c.q. the Supervisory Board applies this best practice.*

II.2.14 The main elements of the contract of a management board member with the company shall be made public after it has been concluded, and in any event no later than the date of the notice calling the general meeting where the appointment of the management board member will be proposed. These elements shall in any event include the amount of the fixed salary, the structure and amount of the variable remuneration component, any agreed redundancy scheme and/or severance pay, any conditions of a change-of-control clause in the contract with a management board member and any other remuneration components promised to the management board member, pension arrangements and performance criteria to be applied.

*Fugro applies this best practice.*

II.2.15 If a management board member or former management board member is paid severance pay or other special remuneration during a given financial year, an account and an explanation of this remuneration shall be included in the remuneration report.

*Fugro c.q. the Supervisory Board will apply this best practice.*

### **II.3 Conflicts of interest**

#### **Principle**

Any conflict of interest or apparent conflict of interest between the company and management board members shall be avoided. Decisions to enter into transactions under which management board members would have conflicts of interest that are of material significance to the company and/or to the relevant management board member require the approval of the supervisory board.

*Fugro endorses this principle.*

#### **Best practice provisions**

II.3.1 A management board member shall:

- a) not enter into competition with the company;
- b) not demand or accept (substantial) gifts from the company for himself or for his wife, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree as defined under Dutch law;
- c) not provide unjustified advantages to third parties to the detriment of the company;  
and
- d) not take advantage of business opportunities to which the company is entitled for himself or for his wife, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree as defined under Dutch law.

*Fugro applies this best practice.*

II.3.2 A management board member shall immediately report any conflict of interest or potential conflict of interest that is of material significance to the company and/or to him, to the chairman of the supervisory board and to the other members of the management board and shall provide all relevant information, including information concerning his wife, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law. The supervisory board shall decide, without the management board member concerned being present, whether there is a conflict of interest. A conflict of interests exists, in any event, if the company intends to enter into a transaction with a legal entity:

- i) in which a management board member personally has a material financial interest;
- ii) which has a management board member who is related under family law to a management board member of the company, or
- iii) in which a management board member of the company has a management or supervisory position.

*Fugro applies this best practice.*

II.3.3 A management board member may not take part in any discussion or decision-making that involves a subject or transaction in relation to which he has a conflict of interest with the company.

*Fugro applies this best practice.*

II.3.4 All transactions in which there are conflicts of interest with management board members shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with management board members that are of material significance to the company and/or to the relevant board members 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 and a declaration that best practice provisions II.3.2 to II.3.4 inclusive have been complied with.

*Fugro applies this best practice.*

### **III The Supervisory Board**

#### **III.1 Role and procedure**

##### **Principle**

The role of the supervisory board is to supervise the policies of the management board and the general affairs of the company and its affiliated enterprise, as well as to assist the management board by providing advice. In discharging its role, the supervisory board shall be guided by the interests of the company and its affiliated enterprise, and shall take into account the relevant interests of the company's stakeholders. The supervisory board shall also have due regard for corporate social responsibility issues that are relevant to the enterprise. The supervisory board is responsible for the quality of its own performance.

*Fugro c.q. the Supervisory Board endorses this principle.*

##### **Best practice provisions**

III.1.1 The division of duties within the supervisory board and the procedure of the supervisory board shall be laid down in terms of reference. The supervisory board's terms of reference shall include a paragraph dealing with its relations with the management board, the general meeting and the central works council or works council. The terms of reference shall be posted on the company's website.

*Fugro c.q. the Supervisory Board applies this best practice. At the moment the Supervisory Board is composed of 7 Supervisory Directors (6 again after the AGM in May 2011) that were appointed by the General Meeting. The Supervisory Board's terms of reference (Rules governing the Supervisory Board's Principles and Best Practices) are available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

III.1.2 The annual statements of the company shall include a report of the supervisory board. In this report the supervisory board describes its activities in the financial year and which includes the specific statements and information required by the provisions of this code.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.1.3 The following information about each supervisory board member shall be included in the report of the supervisory board:

- a) gender;
- b) age;
- c) profession;
- d) principal position;
- e) nationality;
- f) other positions, in so far as they are relevant to the performance of the duties of the supervisory board member;
- g) date of initial appointment; and
- h) current term of office.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.1.4 A supervisory board member shall retire early in the event of inadequate performance, structural incompatibility of interests, and in other instances in which this is deemed necessary by the supervisory board.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.1.5 Supervisory board members who are frequently absent shall be called to account for this. The report of the supervisory board shall state which supervisory board members have been frequently absent from meetings of the supervisory board.

*Fugro c.q. the Supervisory Board applies this best practice. Members of Fugro's Supervisory Board have never been frequently absent.*

III.1.6 The supervision of the management board by the supervisory board shall include:

- a) achievement of the company's objectives;
- b) corporate strategy and the risks inherent in the business activities;
- c) the design and effectiveness of the internal risk management and control systems;
- d) the financial reporting process;
- e) compliance with primary and secondary legislation;
- f) the company-shareholder relationship; and
- g) corporate social responsibility issues that are relevant to the enterprise.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.1.7 The supervisory board shall discuss at least once a year on its own, i.e. without the management board being present, its own functioning, the functioning of its committees and its individual members, and the conclusions that must be drawn on the basis thereof. The desired profile, composition and competence of the supervisory board shall also be discussed. Moreover, the supervisory board shall discuss at least once a year without the management board being present both the functioning of the management board as an organ of the company and the performance of its individual members, and the conclusions that must be drawn on the basis thereof. The report of the supervisory board shall state how the evaluation of the functioning of the supervisory board, the separate committees and the individual supervisory board members has been carried out.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.1.8 The supervisory board shall discuss at least once a year the corporate strategy and the main risks of the business, the result of the assessment by the management board of the design and effectiveness of the internal risk management and control systems, as well as any significant changes thereto. Reference to these discussions shall be made in the report of the supervisory board.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.1.9 The supervisory board and its individual members each have their own responsibility for obtaining all information from the management board and the external auditor that the supervisory board needs in order to be able to carry out

its duties properly as a supervisory organ. If the supervisory board considers it necessary, it may obtain information from officers and external advisers of the company. The company shall provide the necessary means for this purpose. The supervisory board may require that certain officers and external advisers attend its meetings.

*Fugro c.q. the Supervisory Board applies this best practice.*

## **III.2 Independence**

### **Principle**

The composition of the supervisory board shall be such that the members are able to act critically and independently of one another, the management board and any particular interests.

*Fugro c.q. the Supervisory Board endorses this principle.*

### **Best practice provisions**

- III.2.1 All supervisory board members, with the exception of not more than one person, shall be independent within the meaning of best practice provision III.2.2.
- Fugro c.q. the Supervisory Board applies this best practice. All Supervisory Directors are independent within the meaning of this best practice provision.*
- III.2.2 A supervisory board member shall be deemed to be independent if the following criteria of dependence do not apply to him. These criteria are that the supervisory board member concerned or his wife, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree as defined under Dutch law:
- a) has been an employee or member of the management board of the company (including associated companies as referred to in Section 5:48 of the Financial Supervision Act (*Wet op het financieel toezicht / Wft*) in the five years prior to the appointment;
  - b) receives personal financial compensation from the company, or a company associated with it, other than the compensation received for the work performed as a supervisory board member and in so far as this is not in keeping with the normal course of business;
  - c) has had an important business relationship with the company, or a company associated with it, in the year prior to the appointment. This includes the case where the supervisory board member, or the firm of which he is a shareholder, partner, associate or adviser, has acted as adviser to the company (consultant, external auditor, civil notary and lawyer) and the case where the supervisory board member is a management board member or an employee of any bank with which the company has a lasting and significant relationship;
  - d) is a member of the management board of a company in which a member of the management board of the company which he supervises is a supervisory board member;

- e) holds at least ten percent of the shares in the company (including the shares held by natural persons or legal entities which cooperate with him under an express or tacit, oral or written agreement);
- f) is a member of the management board or supervisory board - or is a representative in some other way - of a legal entity which holds at least ten percent of the shares in the company, unless such entity is a member of the same group as the company;
- g) has temporarily managed the company during the previous twelve months where management board members have been absent or unable to discharge their duties.

*Fugro c.q. the Supervisory Board applies this best practice.*

- III.2.3 The report of the supervisory board shall state that, in the board's view, best practice provision III.2.1 has been fulfilled, and shall also state which supervisory board member is not considered to be independent, if any.

*Fugro c.q. the Supervisory Board applies this best practice..*

### **III.3 Expertise and composition**

#### **Principle**

Each supervisory board member shall be capable of assessing the broad outline of the overall policy. Each supervisory board member shall have the specific expertise required for the fulfilment of the duties assigned to the role designated to him within the framework of the supervisory board profile. The composition of the supervisory board shall be such that it is able to carry out its duties properly. The supervisory board shall aim for a diverse composition in terms of such factors as gender and age. A supervisory board member shall be reappointed only after careful consideration. The profile referred to above shall also be applied in the case of a reappointment.

*Fugro c.q. the Supervisory Board endorses this best practice.*

#### **Best practice provisions**

- III.3.1 The supervisory board shall prepare a profile of its size and composition, taking account of the nature of the business, its activities and the desired expertise and background of the supervisory board members. The profile shall deal with the aspects of diversity in the composition of the supervisory board that are relevant to the company and shall state what specific objective is pursued by the board in relation to diversity. In so far as the existing situation differs from the intended situation, the supervisory board shall account for this in the report of the supervisory board and shall indicate how and within what period it expects to achieve this aim. The profile shall be made generally available and shall be posted on the company's website.

*Fugro c.q. the Supervisory Board applies this best practice. The profile is available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

III.3.2 At least one member of the supervisory board shall be a financial expert with relevant knowledge and experience of financial administration and accounting for listed companies or other large legal entities.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.3.3 After their appointment, all supervisory board members shall follow an induction programme, which, in any event, covers general financial, social and legal affairs, financial reporting by the company, any specific aspects that are unique to the company and its business activities, and the responsibilities of a supervisory board member. The supervisory board shall conduct an annual review to identify any aspects with regard to which the supervisory board members require further training or education during their period of appointment. The company shall play a facilitating role in this respect.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.3.4 The number of supervisory boards of Dutch listed companies of which an individual may be a member shall be limited to such an extent that the proper performance of his duties is assured; the maximum number is five, for which purpose the chairmanship of a supervisory board counts double.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.3.5 A person may be appointed to the supervisory board for a maximum of three 4-year terms.

*Not fully compliant* *Fugro does not fully apply this best practice. The term of the appointment of one Supervisory Director, the chairman of the Supervisory Board, Mr. F.H. Schreve, deviates from this provision because he has already served as a member of Fugro's Supervisory Board for longer than twelve years. He was reappointed as Supervisory Director by the Annual General Meeting in May 2010 for a period of one year. He will retire at the end of the Annual General Meeting in May 2011.*

III.3.6 The supervisory board shall draw up a retirement schedule in order to avoid, as far as possible, a situation in which many supervisory board members retire at the same time. The retirement schedule shall be made generally available and shall be posted on the company's website.

*Fugro c.q. the Supervisory Board endorses this principle. The retirement schedule (resignation rota) is available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

### **III.4 The chairman of the supervisory board and the company secretary**

#### **Principle**

The chairman of the supervisory board shall ensure the proper functioning of the supervisory board and its committees, and shall act on behalf of the supervisory board as the main contact for the management board and for shareholders regarding the functioning of the management and supervisory board members. In his capacity of chairman, he shall ensure the orderly and efficient conduct of the

general meeting. The chairman of the supervisory board is assisted in his role by the company secretary.

*Fugro c.q. the Supervisory Board endorses this principle.*

**Best practice provisions**

- III.4.1 The chairman of the supervisory board shall ensure that:
- a) the supervisory board members follow their induction and education or training programme;
  - b) the supervisory board members receive in good time all information which is necessary for the proper performance of their duties;
  - c) there is sufficient time for consultation and decision-making by the supervisory board;
  - d) the committees of the supervisory board function properly;
  - e) the performance of the management board members and supervisory board members is assessed at least once a year;
  - f) the supervisory board elects a vice-chairman; and
  - g) the supervisory board has proper contact with the management board and the works council (or central works council).

*Fugro c.q. the Supervisory Board applies this best practice.*

- III.4.2 The chairman of the supervisory board may not be a former member of the management board of the company.

*Fugro c.q. the Supervisory Board applies this best practice.*

- III.4.3 The supervisory board shall be assisted by the company secretary. The company secretary shall ensure that correct procedures are followed and that the supervisory board acts in accordance with its statutory obligations and its obligations under the articles of association. He shall assist the chairman of the supervisory board in the actual organisation of the affairs of the supervisory board (information, agenda, evaluation, training programme, etc.). The company secretary shall, either on the recommendation of the supervisory board or otherwise, be appointed and dismissed by the management board, after the approval of the supervisory board has been obtained.

*Fugro applies this best practice.*

- III.4.4 The vice-chairman of the supervisory board shall deputise for the chairman when the occasion arises. By way of addition to best practice provision III.1.7, the vice-chairman shall act as contact for individual supervisory board members and management board members concerning the functioning of the chairman of the supervisory board.

*Fugro c.q. the Supervisory Board applies this best practice.*

### **III.5 Composition and role of three key committees of the supervisory board**

#### **Principle**

If the supervisory board consists of more than four members, it shall appoint from among its members an audit committee, a remuneration committee and a selection and appointment committee. The function of the committees is to prepare the decision-making of the supervisory board. If the supervisory board decides not to appoint an audit committee, remuneration committee or selection and appointment committee, best practice provisions III.5.4, III.5.5, III.5.8, III.5.9, III.5.10, III.5.14, V.1.2, V.2.3, V.3.1, V.3.2 and V.3.3 shall apply to the entire supervisory board. In its report, the supervisory board shall report on how the duties of the committees have been carried out in the financial year.

*Fugro endorses this principle. The Remuneration Committee and the Nomination Committee have the same composition. On 19 May 2005 the Remuneration Committee and the Nomination Committee were, with the approval of the Annual General Meeting, amalgamated into one committee that carried out the tasks in both areas. The reason for the amalgamation was that separate Remuneration and Nomination Committees (with separate meetings) had proven impractical due to the fact that Fugro's Supervisory Board is small and three of its members are not resident in the Netherlands.*

#### **Best practice provisions**

III.5.1 The supervisory board shall draw up terms of reference for each committee. The terms of reference shall indicate the role and responsibility of the committee concerned, its composition and the manner in which it discharges its duties. The terms of reference may provide that a maximum of one member of each committee may not be independent within the meaning of best practice provision III.2.2. The terms of reference and the composition of the committees shall be posted on the company's website.

*Fugro applies this best practice. The terms of reference and the composition of the Audit Committee and of the Remuneration and Nomination Committee are available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

III.5.2 The report of the supervisory board shall state the composition of the committees, the number of committee meetings and the main items discussed.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.5.3 The supervisory board shall receive from each of the committees a report of its deliberations and findings.

*Fugro c.q. the Supervisory Board applies this best practice.*

#### *Audit committee*

III.5.4 The audit committee shall in any event focus on supervising the activities of the management board with respect to:

- a) the operation of the internal risk management and control systems, including supervision of the enforcement of relevant primary and secondary legislation, and supervising the operation of codes of conduct;

- b) the provision of financial information by the company (choice of accounting policies, application and assessment of the effects of new rules, information about the handling of estimated items in the financial statements, forecasts, work of internal and external auditors, etc.);
- c) compliance with recommendations and observations of internal and external auditors;
- d) the role and functioning of the internal audit function;
- e) the policy of the company on tax planning;
- f) relations with the external auditor, including, in particular, his independence, remuneration and any non-audit services for the company;
- g) the financing of the company; and
- h) the applications of information and communication technology.

*Fugro c.q. the Audit Committee applies this best practice.*

III.5.5 The audit committee shall act as the principal contact for the external auditor if he discovers irregularities in the content of financial reporting.

*Fugro c.q. the Audit Committee applies this best practice.*

III.5.6 The audit committee may not be chaired by the chairman of the supervisory board or by a former member of the management board of the company.

*Fugro c.q. the Audit Committee applies this best practice.*

III.5.7 At least one member of the audit committee shall be a financial expert within the meaning of best practice provision III.3.2.

*Fugro c.q. the Audit Committee applies this best practice.*

III.5.8 The audit committee shall decide whether and, if so, when the chairman of the management board (chief executive officer), the chief financial officer, the external auditor and the internal auditor, should attend its meetings.

*Fugro c.q. the Audit Committee applies this best practice.*

III.5.9 The audit committee shall meet with the external auditor as often as it considers necessary, but at least once a year, without management board members being present.

*Fugro c.q. the Audit Committee applies this best practice.*

#### *Remuneration committee*

III.5.10 The remuneration committee shall in any event have the following duties:

- a) making a proposal to the supervisory board for the remuneration policy to be pursued;
- b) making a proposal for the remuneration of the individual members of the management board, for adoption by the supervisory board; such proposal shall, in any event, deal with: (i) the remuneration structure and (ii) the amount of the fixed remuneration, the shares and/or options to be granted and/or other variable remuneration components, pension rights, redundancy pay and other

forms of compensation to be awarded, as well as the performance criteria and their application; and

- c) preparing the remuneration report as referred to in best practice provision II.2.12.

*Fugro c.q. the Remuneration and Nomination Committee applies this best practice.*

III.5.11 The remuneration committee may not be chaired by the chairman of the supervisory board or by a former member of the management board of the company, or by a supervisory board member who is a member of the management board of another listed company.

*Not fully compliant* *Fugro c.q. the Remuneration and Nomination Committee does not fully apply this best practice. The chairman of the (combined) Remuneration and Nomination Committee, Mr. G-J. Kramer, was a member of Fugro's Board of Management until the end of 2005. It should be noted that Mr. Kramer may chair "half" of the Committee, i.e. the Nomination part of it.*

III.5.12 No more than one member of the remuneration committee may be a member of the management board of another Dutch listed company.

*Fugro c.q. the Remuneration and Nomination Committee applies this best practice.*

III.5.13 If the remuneration committee makes use of the services of a remuneration consultant in carrying out its duties, it shall verify that the consultant concerned does not provide advice to the company's management board members.

*Fugro c.q. the Remuneration and Nomination Committee applies this best practice.*

#### *Selection and appointment committee*

III.5.14 The selection and appointment committee shall in any event focus on:

- a) drawing up selection criteria and appointment procedures for supervisory board members and management board members;
- b) periodically assessing the size and composition of the supervisory board and the management board, and making a proposal for a composition profile of the supervisory board;
- c) periodically assessing the functioning of individual supervisory board members and management board members, and reporting on this to the supervisory board;
- d) making proposals for appointments and reappointments; and
- e) supervising the policy of the management board on the selection criteria and appointment procedures for senior management.

*Fugro c.q. the Remuneration and Nomination applies this best practice.*

### **III.6 Conflicts of interest**

#### **Principle**

Any conflict of interest or apparent conflict of interest between the company and supervisory board members shall be avoided. Decisions to enter into transactions under which supervisory board members would have conflicts of interest that are

of material significance to the company and/or to the relevant supervisory board members require the approval of the supervisory board. The supervisory board is responsible for deciding on how to resolve conflicts of interest between management board members, supervisory board members, major shareholders and the external auditor on the one hand and the company on the other.

*Fugro c.q. the Supervisory Board endorses this principle.*

**Best practice provisions**

- III.6.1 A supervisory board member shall immediately report any conflict of interest or potential conflict of interest that is of material significance to the company and/or to him, to the chairman of the supervisory board and shall provide all relevant information, including information concerning his wife, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law. If the chairman of the supervisory board has a conflict of interest or potential conflict of interest that is of material significance to the company and/or to him, he shall report this immediately to the vice-chairman of the supervisory board and shall provide all relevant information, including information concerning his wife, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law. The supervisory board member concerned may not take part in the assessment by the supervisory board of whether a conflict of interest exists. A conflict of interest exists in any event if the company intends to enter into a transaction with a legal entity:
- i) in which a supervisory board member personally has a material financial interest;
  - ii) which has a management board member who is related under family law to a member of the supervisory board of the company; or
  - iii) in which a member of the supervisory board of the company has a management or supervisory position.

*Fugro c.q. the Supervisory Board applies (will apply) this best practice.*

- III.6.2 A supervisory board member may not take part in a discussion and/or decision making on a subject or transaction in relation to which he has a conflict of interest with the company.

*Fugro c.q. the Supervisory Board applies (will apply) this best practice.*

- III.6.3 All transactions in which there are conflicts of interest with supervisory board members shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with supervisory board members that are of material significance to the company and/or to the relevant supervisory board members 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 and a declaration that best practice provisions III.6.1 to III.6.3 inclusive have been complied with.

*Fugro c.q. the Supervisory Board applies (will apply) this best practice.*

III.6.4 All transactions between the company and legal or natural persons who hold at least ten percent of the shares in the company shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with such persons that are of material significance to the company and/or to such persons require the approval of the supervisory board. Such transactions shall be published in the annual report, together with a declaration that best practice provision III.6.4 has been observed.

*Fugro c.q. the Supervisory Board applies (will apply) this best practice.*

III.6.5 The terms of reference of the supervisory board shall contain rules on dealing with conflicts of interest and potential conflicts of interest between management board members, supervisory board members and the external auditor on the one hand and the company on the other. The terms of reference shall also stipulate which transactions require the approval of the supervisory board. The company shall draw up regulations governing ownership of and transactions in securities by management or supervisory board members, other than securities issued by their 'own' company.

*Fugro c.q. the Supervisory Board applies this best practice.*

III.6.6 A delegated supervisory board member is a supervisory board member who has a special duty. The delegation may not extend beyond the duties of the supervisory board itself and may not include the management of the company. It may entail more intensive supervision and advice and more regular consultation with the management board. The delegation shall be of a temporary nature only. The delegation may not detract from the role and power of the supervisory board. The delegated supervisory board member remains a member of the supervisory board.

*Fugro c.q. the Supervisory Board will apply this best practice when applicable.*

III.6.7 A supervisory board member who temporarily takes on the management of the company, where the management board members are absent or unable to fulfil their duties, shall resign from the supervisory board.

*Fugro c.q. the Supervisory Board will apply this best practice when applicable.*

### **III.7 Remuneration**

#### **Principle**

The general meeting shall determine the remuneration of supervisory board members. The remuneration of a supervisory board member is not dependent on the results of the company.

*Fugro endorses this principle. The remuneration of the members of Fugro's Supervisory Board was determined by the Annual General Meeting in May 2007.*

#### **Best practice provisions**

III.7.1 A supervisory board member may not be granted any shares and/or rights to shares by way of remuneration.

*Fugro applies this best practice.*

III.7.2 Any shares held by a supervisory board member in the company on whose board he sits are long-term investments.

*Fugro c.q. the Supervisory Board applies this best practice. One member of the Supervisory Board, Mr. G-J. Kramer, holds shares and employee options on shares in Fugro, which he acquired when he was a member (CEO) of the Board of Management of Fugro. He retired as Managing Director at the end of 2005.*

III.7.3 The company may not grant its supervisory board members any personal loans, guarantees or the like unless in the normal course of business and after approval of the supervisory board. No remission of loans may be granted.

*Fugro c.q. the Supervisory Board applies this best practice. There are no (personal) loans granted to Supervisory Directors (and Managing Directors).*

### **III.8 One-tier management structure**

*Chapter III.8 does not apply to Fugro. Fugro has a two-tier management structure with a separate Board of Management and a separate Board of Supervisory Directors.*

#### **Principle**

The composition and functioning of a management board comprising both members having responsibility for the day-to-day running of the company (executive directors) and members not having such responsibility (nonexecutive directors) shall be such that proper and independent supervision by the latter category of members is assured.

*Not applicable.*

#### **Best practice provisions**

III.8.1 The chairman of the management board may not also be or have been an executive director.

*Not applicable.*

III.8.2 The chairman of the management board shall check the proper composition and functioning of the entire board.

*Not applicable.*

III.8.3 The management board shall apply chapter III.5 of this code. The committees referred to in chapter III.5 shall consist only of non-executive management board member.

*Not applicable.*

III.8.4 The majority of the members of the management board shall be non-executive directors and are independent within the meaning of best practice provision III.2.2.

*Not applicable.*

## **IV The shareholders and the general meeting of shareholders**

### **IV.1 Powers**

#### **Principle**

Good corporate governance requires the fully-fledged participation of shareholders in the decision-making in the general meeting. It is in the interest of the company that as many shareholders as possible take part in the decision making in the general meeting. The company shall, in so far as possible, give shareholders the opportunity to vote by proxy and to communicate with all other shareholders. The general meeting should be able to exert such influence on the policy of the management board and the supervisory board of the company that it plays a fully-fledged role in the system of checks and balances in the company. Management board resolutions on a major change in the identity or character of the company or the enterprise shall be subject to the approval of the general meeting.

*Fugro endorses this principle.*

#### **Best practice provisions**

IV.1.1 The general meeting of shareholders of a company not having statutory two tier status (structuurregime) may pass a resolution to cancel the binding nature of a nomination for the appointment of a member of the management board or of the supervisory board and/or a resolution to dismiss a member of the management board or of the supervisory board by an absolute majority of the votes cast. It may be provided that this majority should represent a given proportion of the issued capital, which proportion may not exceed one third. If this proportion of the capital is not represented at the meeting, but an absolute majority of the votes cast is in favour of a resolution to cancel the binding nature of a nomination, or to dismiss a board member, a new meeting may be convened at which the resolution may be passed by an absolute majority of the votes cast, regardless of the proportion of the capital represented at the meeting.

*Fugro applies this best practice.*

IV.1.2 The voting right attaching to financing preference shares shall be based on the fair value of the capital contribution. This shall in any event apply to the issue of financing preference shares.

*Not applicable. Fugro has not issued financing preference shares. If and when Fugro issues financing preference shares, Fugro will review the situation with respect to the voting rights and will in any case comply with mandatory Dutch law provisions relating hereto.*

IV.1.3 If a serious private bid is made for a business unit or a participating interest and the value of the bid exceeds the threshold referred to in Article 2:107a, paragraph 1 (c), of the Dutch Civil Code, and such bid is made public, the management board of the company shall, at its earliest convenience, make public its position on the bid and the reasons for this position.

*Fugro will apply this best practice.*

IV.1.4 The policy of the company on additions to reserves and on dividends (the level and purpose of the addition to reserves, the amount of the dividend and the type of dividend) shall be dealt with and explained as a separate agenda item at the general meeting.

*Fugro applies this best practice. Fugro's present dividend policy was approved by the Annual General Meeting on 10 May 2006.*

IV.1.5 A resolution to pay a dividend shall be dealt with as a separate agenda item at the general meeting.

*Fugro applies this best practice.*

IV.1.6 Resolutions to approve the policy of the management board (discharge of management board members from liability) and to approve the supervision exercised by the supervisory board (discharge of supervisory board members from liability) shall be voted on separately in the general meeting. Compliance with the Code shall be accounted for as part of the annual report.

*Fugro applies this best practice. Compliance with the Code is accounted for as part of the Annual Report.*

IV.1.7 The company shall determine a registration date for the exercise of the voting rights and the rights relating to meetings.

*Fugro applies this best practice.*

IV.1.8 The chairman of the general meeting is responsible for ensuring the proper conduct of business at meetings in order to promote a worthwhile discussion at the meeting.

*Fugro applies this best practice.*

## **IV.2 Depository receipts for shares**

### **Principle**

Depository receipts for shares are a means of preventing a (chance) majority of shareholders from controlling the decision-making process as a result of absenteeism at a general meeting. Depository receipts for shares may not be used as an anti-takeover measure. The management of the trust office shall issue proxies in all circumstances and without limitation to the holders of depository receipts who so request. The holders of depository receipts thus authorised can exercise the voting right at their discretion. The management of the trust office shall have the confidence of the holders of depository receipts. Depository receipt holders shall have the possibility of recommending candidates for the management of the trust office. The company may not disclose to the trust office information which has not been made public.

*One of the reasons for the certification (or depository receipt) structure is the prevention of possible harmful effects as a result of absenteeism in the General Meetings. Fugro considers it not to be in the interest of its stakeholders in general that*

*through absenteeism an accidental majority can, based only on its own interest, force through its opinion. This is in accordance with the Code.*

*Not fully compliant A second reason for certification is that it may be used as a protective measure. Fugro has chosen, in the interest of its clients, to also view the certification structure as part of its protective measures. During the performance of its assignments Fugro often receives extremely confidential information. Fugro can only perform its assignments if it can secure the confidential nature of such information towards its clients. One way to safeguard this independence is share certification. The issuing of certificates (depository receipts) of shares is, therefore, considered by Fugro to be a necessary protective measure. The management of the Trust Office operates completely independent of Fugro.*

**Best practice provisions**

IV.2.1 The management of the trust office shall enjoy the confidence of the depository receipt holders and operate independently of the company which has issued the depository receipts. The trust conditions shall specify in what cases and subject to what conditions holders of depository receipts may request the trust office to call a meeting of holders of depository receipts.

*In accordance with this provision the management of the Trust Office (Fugro Trust Office Foundation) enjoys the confidence of the certificate (depository receipt) holders and operates completely independent of Fugro. In a meeting of holders of certificates held on 19 May 2004, the meeting almost unanimously expressed its confidence in the management of the Trust Office.*

*Not fully compliant The only deviation from this provision is that the Conditions of Administration of the Trust Office do not stipulate the instances in which and the conditions under which certificate holders may ask the Trust Office to convene a meeting. However, in respect of the recommendation rights regarding the nomination of a member of the management of the Trust Office, the Trust Office has decided that certificate holders representing at least 15% of the issued share capital of Fugro in the form of certificates may request that a meeting of certificate holders is convened in order to make a recommendation regarding the nomination of a member of the management of the Trust Office.*

IV.2.2 The managers of the trust office shall be appointed by the management of the trust office. The meeting of holders of depository receipts may make recommendations to the management of the trust office for the appointment of persons to the position of manager. No management board members or former management board members, supervisory board members or former supervisory board members, employees or permanent advisers of the company should be part of the management of the trust office.

*Not fully compliant See IV.2.1. above. The Trust Office operates completely independent of Fugro. The Trust Office has decided that certificate holders representing at least 15% of the issued share capital of Fugro in the form of certificates may request that a meeting of certificate holders is convened in order to make a recommendation regarding the nomination of a member of the management of the Trust Office.*

IV.2.3 A person may be appointed to the management of the trust office for a maximum of three 4-year terms.

*The Trust Office applies this best practice. The resignation rota of the management of the Trust Office is included in Fugro's Annual Reports and is also available on Fugro's corporate website [www.fugro.com](http://www.fugro.com).*

IV.2.4 The management of the trust office shall be present at the general meeting and shall, if desired, make a statement about how it proposes to vote at the meeting.

*The Trust Office applies this best practice. Fugro invites the management of the Trust Office for each General Meeting. The management of the Trust Office has attended all General Meetings of Fugro.*

IV.2.5 In exercising its voting rights, the trust office shall be guided primarily by the interests of the depositary receipt holders, taking the interests of the company and its affiliated enterprise into account.

*Not fully compliant* *Reference is made to the explanation on best practice provision IV.2.2 above. Because of the fact that share certification is also a protective measure, the Trust Office cannot be expected to vote primarily in the interests of the certificate holders. The articles of association and the terms of administration of the Trust Office provide that if the Trust Office exercises the voting rights, the Trust Office will do this in such manner that the interest of Fugro and its enterprise, as well as the interests of all stakeholders, will be safeguarded as best possible (article 2 of the articles of association and article 4 of the terms of administration). The interests of certificate holders need not necessarily at all times run parallel with that of other stakeholders. For example, some will have a short term focus whilst others have a long term focus. It is up to the management (board) of the Trust Office to, after balancing the interests, come to a well considered decision on the exercise of the voting rights. In addition, when considering the exercise of voting rights the management of the Trust Office in any case takes into consideration the (Dutch) law as well as the articles of association and the terms of administration of the Trust Office. The management can (also) opt, for reasons of its own, to not exercise the voting rights on the shares held by the Trust Office. The voting policy of the Trust Office is available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

IV.2.6 The trust office shall report periodically, but at least once a year, on its activities. The report shall be posted on the company's website.

*The trust office applies this best practice. The (annual) report of the Trust Office is included in Fugro's annual reports and is also available on Fugro's corporate website [www.fugro.com](http://www.fugro.com).*

IV.2.7 The report referred to in best practice provision IV.2.6 shall, in any event, set out:

- a) the number of shares for which depositary receipts have been issued and an explanation of changes in this number;
- b) the work carried out in the year under review;
- c) the voting behaviour in the general meetings held in the year under review;
- d) the percentage of votes represented by the trust office during the meetings referred to at c);
- e) the remuneration of the members of the management of the trust office;

- f) the number of meetings held by the management and the main items dealt with in them;
- g) the costs of the activities of the trust office;
- h) any external advice obtained by the trust office;
- i) the positions of the managers of the trust office; and
- j) the contact details of the trust office.

*The trust office applies this best practice. The (annual) report of the Trust Office is included in Fugro's Annual Reports and is also available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

- IV.2.8 The trust office shall, without limitation and in all circumstances, issue proxies to depositary receipt holders who so request. Each depositary receipt holder may also issue binding voting instructions to the trust office in respect of the shares which the trust office holds on his behalf.

*The Trust Office's regulations include a provision regarding the granting of a proxy to exercise the right to vote to holders of certificates (depositary receipts).*

*Not fully compliant The proxy may, however, be limited, excluded or recalled in the instances stated in the Conditions of Administration of the Trust Office. This is in accordance with the legal regulation that came into force on 1 October 2004 (Article 118a of Book 2 of the Dutch Civil Code).*

#### **IV.3 Provision of information to and logistics of the general meeting**

##### **Principle**

The management board or, where appropriate, the supervisory board shall provide all shareholders and other parties in the financial markets with equal and simultaneous information about matters that may influence the share price. The contacts between the management board on the one hand and press and analysts on the other shall be carefully handled and structured, and the company may not engage in any acts that compromise the independence of analysts in relation to the company and vice versa. The management board and the supervisory board shall provide the general meeting in good time with all information that it requires for the exercise of its powers. If price-sensitive information is provided during a general meeting, or the answering of shareholders' questions has resulted in the disclosure of price sensitive information, this information shall be made public without delay.

*Fugro endorses this principle.*

##### **Best practice provisions**

- IV.3.1 Meetings with analysts, presentations to analysts, presentations to investors and institutional investors and press conferences shall be announced in advance on the company's website and by means of press releases. Provision shall be made for all shareholders to follow these meetings and presentations in real time, for example by means of webcasting or telephone. After the meetings, the presentations shall be posted on the company's website.

*Fugro applies this best practice. (NB subject to provisional reservation with respect to road shows and one-on-ones)*

- IV.3.2 Analysts' reports and valuations may not be assessed, commented upon or corrected, other than factually, by the company in advance.  
*Fugro applies this best practice.*
- IV.3.3 The company may not pay any fee(s) to parties for the carrying out of research for analysts' reports or for the production or publication of analysts' reports, with the exception of credit rating agencies.  
*Fugro applies this best practice.*
- IV.3.4 Analysts meetings, presentations to institutional or other investors and direct discussions with the investors may not take place shortly before the publication of the regular financial information (quarterly, half-yearly or annual reports).  
*Fugro applies this best practice.*
- IV.3.5 The management board and the supervisory board shall provide the general meeting with all requested information, unless this would be contrary to an overriding interest of the company. If the management board and the supervisory board invoke an overriding interest, they must give reasons.  
*Fugro applies this best practice.*
- IV.3.6 The company shall place and update information which is relevant to the shareholders and which it is required to publish or deposit pursuant to the provisions of company law and securities law applicable to it, in a separate section of the company's website.  
*Fugro applies this best practice.*
- IV.3.7 The agenda of the general meeting shall list which items are for discussion and which items are to be voted upon.  
*Fugro applies this best practice.*
- IV.3.8 A resolution for approval or authorisation to be passed by the general meeting shall be explained in writing. In its explanation the management board shall deal with all facts and circumstances relevant to the approval or authorisation to be granted. The notes to the agenda shall be posted on the company's website.  
*Fugro applies this best practice.*
- IV.3.9 Material amendments to the articles of association of the company and resolutions for the appointment of management board members and supervisory board members shall be submitted separately to the general meeting.  
*Fugro applies this best practice.*
- IV.3.10 The report of the general meeting shall be made available, on request, to shareholders no later than three months after the end of the meeting, after which the shareholders shall have the opportunity to react to the report in the following

three months. The report shall then be adopted in the manner provided for in the articles of association.

*Fugro applies this best practice.*

IV.3.11 The management board shall provide a survey of all existing or potential anti-takeover measures in the annual report and shall also indicate in what circumstances it is expected that these measures may be used.

*Fugro applies this best practice.*

IV.3.12 The company shall give shareholders and other persons entitled to vote the possibility of issuing voting proxies or voting instructions, respectively, to an independent third party prior to the general meeting.

*Fugro applies this best practice. Holders of registered shares and holders of certificates (depository receipts) entitled to vote may grant a voting proxy or voting instruction to an independent third party. In order to facilitate this process, Fugro makes proxy forms and voting instruction forms available on its corporate website: <http://www.fugro.com>. Those forms can be returned by post, fax or e-mail. With respect to the AGM in May 2011 Fugro offers shareholders (certificate holders) the possibility to issue voting instructions to an independent third party by using the internet e-voting system of Royal Bank of Scotland (<https://evoting.rbs.com/evoting/go>).*

IV.3.13 The company shall formulate an outline policy on bilateral contacts with the shareholders and publish this policy on its website.

*Fugro applies this best practice. This policy is available on Fugro's corporate website: [www.fugro.com](http://www.fugro.com).*

#### **IV.4 Responsibility of shareholders**

*Chapter IV.4 does not apply to Fugro.*

##### **Responsibility of institutional investors**

###### **Principle**

Institutional investors shall act primarily in the interests of the ultimate beneficiaries or investors and have a responsibility to the ultimate beneficiaries or investors and the companies in which they invest, to decide, in a careful and transparent way, whether they wish to exercise their rights as shareholder of listed companies.

*Not applicable but Fugro endorses this principle.*

###### **Best practice provisions**

IV.4.1 Institutional investors (pension funds, insurers, investment institutions and asset managers) shall publish annually, in any event on their website, their policy on the exercise of the voting rights for shares they hold in listed companies.

*Not applicable.*

IV.4.2 Institutional investors shall report annually, on their website and/or in their annual report, on how they have implemented their policy on the exercise of the voting rights in the year under review.

*Not applicable.*

IV.4.3 Institutional investors shall report at least once a quarter, on their website, on whether and, if so, how they have voted as shareholders at the general meeting.

*Not applicable.*

#### **Responsibility of shareholders**

##### **Principle**

Shareholders shall act in relation to the company, the organs of the company and their fellow shareholders in keeping with the principle of reasonableness and fairness. This includes the willingness to engage in a dialogue with the company and their fellow shareholders.

*Not applicable but Fugro endorses this principle.*

##### **Best practice provisions**

IV.4.4 A shareholder shall exercise the right of putting an item on the agenda only after he consulted the management board about this. If one or more shareholders intend to request that an item be put on the agenda that may result in a change in the company's strategy, for example through the dismissal of one or more management or supervisory board members, the management board shall be given the opportunity to stipulate a reasonable period in which to respond (the response time). This shall also apply to an intention as referred to above for judicial leave to call a general meeting pursuant to Article 2:110 of the Netherlands Civil Code. The shareholder shall respect the response time stipulated by the management board within the meaning of best practice provision II.1.9.

*Not applicable.*

IV.4.5 A shareholder shall vote as he sees fit. A shareholder who makes use of the voting advice of a third party is expected to form his own judgment on the voting policy of this adviser and the voting advice provided by him.

*Not applicable.*

IV.4.6 If a shareholder has arranged for an item to be put on the agenda, he shall explain this at the meeting and, if necessary, answer questions about it.

*Not applicable.*

**V The audit of the financial reporting and the position of the internal audit function and the external auditor**

**V.1 Financial reporting**

**Principle**

The management board is responsible for the quality and completeness of publicly disclosed financial reports. The supervisory board shall ensure that the management board fulfils this responsibility.

*Fugro c.q. the Supervisory Board endorses this principle.*

**Best practice provisions**

V.1.1 The preparation and publication of the annual report, the financial statements, the quarterly and/or half-yearly figures and ad hoc financial information require careful internal procedures. The supervisory board shall supervise compliance with these procedures.

*Fugro c.q. the Supervisory Board applies this best practice.*

V.1.2 The audit committee shall determine how the external auditor should be involved in the content and publication of financial reports other than the financial statements.

*Fugro c.q. the Supervisory Board applies this best practice.*

V.1.3 The management board is responsible for establishing and maintaining internal procedures which ensure that all major financial information is known to the management board, so that the timeliness, completeness and correctness of the external financial reporting are assured. For this purpose, the management board ensures that the financial information from business divisions and/or subsidiaries is reported directly to it and that the integrity of the information is not compromised. The supervisory board shall ensure that the internal procedures are established and maintained.

*Fugro c.q. the Supervisory Board applies this best practice.*

**V.2 Role, appointment, remuneration and assessment of the functioning of the external auditor**

**Principle**

The external auditor is appointed by the general meeting. The supervisory board shall nominate a candidate for this appointment, while both the audit committee and the management board advise the supervisory board. The remuneration of the external auditor, and instructions to the external auditor to provide non-audit services, shall be approved by the supervisory board on the recommendation of the audit committee and after consultation with the management board.

*Fugro endorses this principle.*

**Best practice provisions**

- V.2.1 The external auditor may be questioned by the general meeting in relation to his report on the fairness of the financial statements. The external auditor shall for this purpose attend and be entitled to address this meeting.

*Fugro applies this best practice. Fugro invites the external auditor for each Annual General Meeting. Until now the external auditor has attended all Annual General Meetings.*

- V.2.2 The management board and the audit committee shall report their dealings with the external auditor to the supervisory board on an annual basis, including his independence in particular (for example, the desirability of rotating the responsible partners of an external audit firm that provides audit services, and the desirability of the same audit firm providing non-audit services to the company). The supervisory board shall take this into account when deciding its nomination for the appointment of an external auditor, which nomination shall be submitted to the general meeting.

*Fugro applies this best practice. The external auditor (KPMG Accountants N.V.) was appointed on 10 May 2006 and reappointed on 6 May 2010.*

- V.2.3 At least once every four years, the supervisory board and the audit committee shall conduct a thorough assessment of the functioning of the external auditor within the various entities and in the different capacities in which the external auditor acts. The main conclusions of this assessment shall be communicated to the general meeting for the purposes of assessing the nomination for the appointment of the external auditor.

*Fugro applies this best practice. The external auditor (KPMG Accountants N.V.) was appointed on 10 May 2006 and reappointed on 6 May 2010.*

**V.3 Internal audit function**

**Principle**

The internal auditor shall operate under the responsibility of the management board.

*Fugro endorses this principle.*

**Best practice provision**

- V.3.1 The external auditor and the audit committee shall be involved in drawing up the work schedule of the internal auditor. They shall also take cognizance of the findings of the internal auditor.

*Fugro applies this best practice.*

- V.3.2 The internal auditor shall have access to the external auditor and to the chairman of the audit committee.

*Fugro applies this best practice.*

- V.3.3 If there is no internal audit function, the audit committee shall review annually the need for an internal auditor. Based on this review, the supervisory board shall make a recommendation on this to the management board in line with the proposal of the audit committee, and shall include this recommendation in the report of the supervisory board.

*Fugro applies this best practice.*

**V.4 Relationship and communication of the external auditor with the organs of the company**

**Principle**

The external auditor shall, in any event, attend the meeting of the supervisory board at which the financial statements are to be adopted or approved. The external auditor shall report his findings in relation to the audit of the financial statements to the management board and the supervisory board simultaneously.

*Fugro endorses this principle.*

**Best practice provisions**

- V.4.1 The external auditor shall in any event attend the meeting of the supervisory board, at which the report of the external auditor with respect to the audit of the financial statements is discussed, and at which financial statements are to be approved or adopted. The external auditor shall receive the financial information underlying the adoption of the quarterly and/or half-yearly figures and other interim financial reports and shall be given the opportunity to respond to all information.

*Fugro applies this best practice.*

- V.4.2 When the need arises, the external auditor may request the chairman of the audit committee for leave to attend the meeting of the audit committee.

*Fugro applies this best practice.*

- V.4.3 The report of the external auditor pursuant to Article 2:393, paragraph 4, of the Netherlands Civil Code shall contain the matters which the external auditor wishes to bring to the attention of the management board and the supervisory board in relation to the audit of the financial statements and the related audits. The following examples can be given:

A With regard to the audit:

- information about matters of importance to the assessment of the independence of the external auditor;
- information about the course of events during the audit and cooperation with internal auditors and/or any other external auditors, matters for discussion with the management board, a list of corrections that have not been made, etc.

B With regard to the financial figures:

- analyses of changes in shareholders' equity and results, which do not appear in the information to be published, and which, in the view of the

external auditor, contribute to an understanding of the financial position and results of the company;

- comments regarding the processing of one-off items, the effects of estimates and the manner in which they have been arrived at, the choice of accounting policies, when other choices were possible, and special effects of such policies;
- comments on the quality of forecasts and budgets.

C With regard to the operation of the internal risk management and control systems (including the reliability and continuity of automated data processing) and the quality of the internal provision of information:

- points for improvement, gaps and quality assessments;
- comments about threats and risks to the company and the manner in which they should be reported in the particulars to be published;
- compliance with articles of association, instructions, regulations, loan covenants, requirements of external supervisors, etc.

*Fugro applies this best practice.*

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