

Expansion of the notes to agenda item 9 (Amendment of the Articles of Association)

Annual General Meeting of Shareholders of Fugro N.V., to be held in Leidschendam, Green Park Hotel, 22 Weigelia, on 19 May 2005 at 14:00 hours.

In connection with an intended share split it is proposed that – supplementary to the notes to the Agenda as published on 11 March 2005 and as was announced in the press release of 25 April 2005 – the following three articles of the Articles of Association be amended:

Authorised capital

Article 3 Clause 1

The authorised capital of the company amounts to sixteen million euro (EUR 16,000,000.-). The authorised capital is divided into:

- (i) ninety six million (96,000,000) ordinary shares with a nominal value of five euro cents (EUR 0.05) each;
- (ii) one hundred and sixty million (160,000,000) cumulative protective preference shares with a nominal value of five euro cents (EUR 0.05) each, hereafter to be called protective preference shares;
- (iii) thirty two million (32,000,000) cumulative financing preference shares with a nominal value of five euro cents (EUR 0.05) each, divided into two series of sixteen million (16,000,000) cumulative financing preference shares series FP1 and FP2, hereafter to be called financing preference shares; and
- (iv) thirty two million (32,000,000) cumulative convertible financing preference shares with a nominal value of five euro cents (EUR 0.05) each, divided into two series of sixteen million (16,000,000) cumulative convertible financing preference shares, series CPA1 and CPA2, hereafter to be called convertible financing preference shares.

In so far as the stipulations contained in these Articles of Association are concerned, the series of financing preference shares and the series of convertible financing preference shares are considered to be different types of shares.

Notes

It is proposed that each share with a nominal value of twenty euro cents (EUR 0.20) be split into four shares with a nominal value of five euro cents (EUR 0.05) each.

Article 29 Clause 4

Holders of registered depositary receipt of shares (share certificates) or their representatives are only entitled to attend the General Meeting of Shareholders on the presentation, by the person making the notification, at the time of making the notification, of proof of deposit of the certificates for which they are claiming the entitlement or of other proof of the holding of depositary receipts of shares (share certificates), on site and at the latest on the day specified in the notification, which day cannot be specified as being earlier than on the third day before the day of the General Meeting.

Notes

In connection with the intended dematerialisation of the depositary receipts of shares (share certificates) in Fugro N.V., the depositary receipts of shares (share certificates) will be registered.





Transitional provision

Article 41

From the date that the Board of Management notifies the trade register that a total of at least one hundred million (100,000,000) shares with a nominal value of five euro cents (EUR 0.05) each have been placed, Article 3 Clause 1 reads as follows:

'The authorised capital of the company amounts to twenty million euro (EUR 20,000,000,-).

The authorised capital is divided into:

- (i) one hundred and twenty million (120,000,000) ordinary shares with a nominal value of five euro cents (EUR 0.05) each;
- (ii) two hundred million (200,000,000) cumulative protective preference shares with a nominal value of five euro cents (EUR 0.05) each, hereafter to be called protective preference shares;
- (iii) forty million (40,000,000) cumulative financing preference shares with a nominal value of five euro cents (EUR 0.05) each, divided into two series of twenty million (20,000,000) cumulative financing preference shares, series FP1 and FP2, hereafter to be called financing preference shares; and
- (iv) forty million (40,000,000) cumulative convertible financing preference shares with a nominal value of five euro cents (EUR 0.05) each, divided into two series of twenty million (20,000,000) cumulative convertible financing preference shares, series CPA1 and CPA2, hereafter to be called convertible financing preference shares.

In so far as the stipulations contained in these Articles of Association are concerned, the series of financing preference shares and the series of convertible financing preference shares are considered to be different types of shares.'

Notes

The amendment of this article is connected with the share split, see the notes to the amendment of Article 3 Clause 1.