

Annual General Meeting of Shareholders of Fugro N.V., to be held in The Hague, Crowne Plaza Hotel Promenade, Van Stolkweg 1, on 3 May 2007 at 14.00 hours.

Agenda

- 1 Opening of the meeting
- 2 Report of the Board of Management and the Supervisory Board for the year 2006
- 3 Adoption of the 2006 annual accounts*
- 4 Discharge of the Board of Management for its management*
- 5 Discharge of the Supervisory Board for its supervision*
- 6 Dividend
 - a discussion of the reserves and dividend policy
 - b appropriation of the 2006 profits*
- 7 (Re)appointment member of the Supervisory Board*
- 8 Determination of remuneration Supervisory Board*
- 9 Authorisation of the Board of Management to repurchase (certificates of) shares in the company*
- 10 Authorisation of the Board of Management to issue shares and to exclude the pre-emption rights*
- 11 Any other business
- 12 Closing of the meeting

Leidschendam, 8 March 2007

The Board of Management
The Supervisory Board

* These agenda items will be put to a vote at the meeting.





Notes to the agenda

The following items will be put to a vote at the meeting: 3, 4, 5, 6b, 7, 8, 9 and 10.

Agenda item 6a

Fugro's historical dividend policy as recently approved by the Annual General Meeting of 10 May 2006, is to strive for a dividend ratio of 35 – 55% of the profit for the period attributable to the equity holders of the parent. The net profit may be adjusted for non-recurring items like impairment losses and charges resulting from reorganisation of acquired companies. Fugro offers the choice of stock or cash dividend and does not pay interim dividends. Fugro issues new shares for the stock dividends.

Agenda item 6b

The proposal is to pay a dividend of EUR 0.83 on each (certificate of a) share with a par value of EUR 0.05. The dividend on ordinary shares can, at the option of the shareholder, be paid in ordinary shares with a par value of EUR 0.05 or in cash. The amount of the share dividend will be established on 25 May 2007 after close of business of Euronext Amsterdam N.V. The date of payment will be 29 May 2007.

Agenda item 7

The Supervisory Board proposes that Mr J. A. Colligan, who is scheduled to retire by rotation on 3 May 2007, be re-appointed as a member of the Supervisory Board, on the understanding that this appointment will end at the day of the Annual General Meeting of Shareholders in 2011. This proposal is not binding.

Mr. Colligan has the British nationality and was born in 1942. He has been a member of the Supervisory Board since 2003 and is also a member of the Remuneration & Nomination Committee. Since January 2007 he is the chairman of this Committee. He has worked for Shell for 37 years, becoming a director of Shell's international Exploration and Production Business. His last position was Vice President Technology. Furthermore he has been involved for a long period with the Society of Petroleum Engineers, becoming a director and subsequently President. He has also been chairman of the International Association of Oil and Gas Producers. Mr. Colligan has built up a wide international business experience in the oil and gas industry. In view of his broad expertise and knowledge the Supervisory Board proposes to reappoint Mr. Colligan.

Mr. Colligan owns no shares in Fugro.

Agenda item 8

The remuneration for the members of the Supervisory Board was last adjusted in 2003. In the last few years the work of the Supervisory Board and its committees has expanded considerably in intensity and time. In this light, the Supervisory Board has reviewed its compensation with input from the external compensation and benefits advisor Towers Perrin. This evaluation demonstrated that the current remuneration of the members of the Supervisory Board is lagging. The proposal is to set the remuneration as follows with retrospective effect from 1 January 2007 (in EUR):

- Chairman Supervisory Board: 60,000 (2003: 40,000)
- Member Supervisory Board: 40,000 (2003: 28,000)

In addition, the following Supervisory Board committee fees are proposed:

- Audit Committee or Remuneration & Nomination Committee Chairman:
8,000 (2003: 5,000);
- Audit Committee or Remuneration & Nomination Committee Member:
6,000 (2003: 3,000)

It is proposed that the Supervisory Board member from the United States of America will receive an additional cost reimbursement of EUR 3,000 per attended meeting to compensate for the additional time commitment due to travelling (2003: 2,000).

The proposed remuneration underlines the principle to operate a Supervisory Board in accordance with the international profile and strategy of the company, while acknowledging the Dutch background of the company. Furthermore, it reflects the increased requirements as to qualifications and experience, increased time commitment, and the weight of individual responsibilities in line with the Dutch Corporate Governance Code. With this proposal the Supervisory Board believes that it will be able to continue to recruit and retain expert and experienced members.

The remuneration of Supervisory Board members is fixed and not linked to the financial results of the company. Members of the Supervisory Board do not receive any performance or equity-related compensation. The company does not grant stock options or shares to the members of the Supervisory Board. There are no assets available to the members of the Supervisory Board. There are no loans outstanding to the members of the Supervisory Board and no guarantees given on behalf of members of the Supervisory Board.

Agenda item 9

You are requested to renew the authorisation of the Board of Management to acquire for a consideration paid-up (depository receipts of) shares in Fugro N.V. up to such a number as the company may, by virtue of law, acquire, at the time of the acquisition, under any contract, including stock market and private transaction. The price shall be between the par value of the shares and 110 per cent of the market value. Market value is understood to mean: the average of the highest price of the relevant shares quoted in the official price-list of Euronext Amsterdam N.V. in Amsterdam on each of the five trading days preceding the day of acquisition.

The authorisation will be valid for a period of 18 months with effect from 3 May 2007, and is subject to the approval of the Supervisory Board.

Agenda item 10

It is proposed that the Board of Management be appointed for a period of 18 months as of 3 May 2007, as authorised body, to issue and/or to grant the right to acquire all preference shares – including both the protective preferred shares and the different kinds of financial preferred shares – and ordinary shares in which the authorised capital is divided at the date of the relevant resolution, subject to the approval of the Supervisory Board.

Further, it is proposed to appoint the Board of Management for a period of 18 months, as authorised body, to restrict or exclude the pre-emption rights on ordinary shares and/or the financial preferred shares, subject to the approval of the Supervisory Board.

How to find us?

General Meeting of Shareholders of Fugro N.V., 3 May 2007

Crowne Plaza Hotel Promenade

Van Stolkweg 1

2585 JL Den Haag

The Netherlands

By public transport

From Den Haag Central Station

Take tram 17: In the direction of Statenkwartier. You have to get off at stop Buitenhof and walk to stop Kneuterdijk in order to transfer to tram 1 in the direction of Scheveningen Noorderstrand. You have to get off at stop World Forum. The Promenade Hotel is behind the Shell gas station next to the tram stop.

From Station Den Haag Hollands Spoor

Take tram 1: In the direction of Scheveningen Noorderstrand. You have to get off at stop World Forum. The Promenade Hotel is behind the Shell gas station next to the tram stop.

By car

From A12

Follow the A12 to Den Haag. At the end of the A12 turn left to the Zuid-Hollandlaan. Keep right. At the next traffic lights turn right to the Koningskade. Keep the right lane. Follow this road approximately 1,2 km until you drive under a fly-over (Hubertus viaduct). Turn right directly after the fly-over to get on the fly-over. You are now on the Professor B.M. Teldersweg. After 1650 metre turn right at the traffic lights to the Van Stolkweg. You can park on the parking lot near the hotel.

From A44

Follow the A44 to Den Haag. At the end of the A44 (Zuid-Hollandlaan) keep right to turn right at the traffic lights to the Koningskade. Keep the right lane. Follow this road approximately 1,2 km until you drive under a fly-over (Hubertus viaduct). Turn right directly after the fly-over to get on the fly-over. You are now on the Professor B.M. Teldersweg. After 1650 metre turn right at the traffic lights to the Van Stolkweg. You can park on the parking lot near the hotel.

Address

Fugro N.V.
Veurse Achterweg 10
2264 SG Leidschendam
The Netherlands

Tel.: +31 (0)70 3111422
Fax: +31 (0)70 3202703