

Agenda

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.

- 1 Opening of the meeting.
- 2 Report of the Board of Management and the Supervisory Board for the year 2004.
- 3 Adoption of the 2004 annual accounts.
- 4 Discharge of the Board of Management for its management.
- 5 Discharge of the Supervisory Board for its supervision.
- 6 Appropriation of the 2004 profits.

The proposal is to pay a dividend of EUR 1.90 on each (certificate of a) share with a par value of EUR 0.20. The dividend on ordinary shares can, at the option of the shareholder, be paid in ordinary shares with a par value of EUR 0.20 or can be paid in cash. The amount of the share dividend will be established on 14 June 2005 after close of business of Euronext Amsterdam N.V. This proposal is in accordance with the policy of the company on additions to reserves and dividends as approved.

- 7 Appointment of members of the Supervisory Board.

It is proposed that Mr P.J. Crawford, who will resign in accordance with the roster, be re-appointed as a member of the Supervisory Board for a period of four years, on the understanding that this appointment will end of the day of the Annual General Meeting of Shareholders to be held in the fourth year after the year of appointment. See further the notes to this item. This proposal is not binding.

Further it is proposed that Mr. F.J.G.M Cremers be appointed as a member of the Supervisory Board for a period of four years, on the understanding that this appointment will end of the day of the Annual General Meeting of Shareholders to be held in the fourth year after the year of appointment. See further the notes to this item. This proposal is not binding.

- 8 Corporate Governance.

It is proposed that the Remuneration committee and the Nomination committee will be combined and that the current chairman of the Supervisory Board will be the chairman of this combined committee. See for a further explanation the notes to this item.

- 9 Amendment of the Articles of Association.

It is proposed that the Company's Articles of Association be amended. It is also proposed that every member of the Company's Board of Management and Supervisory Board, as well as every employee of de Brauw Blackstone Westbroek N.V. be authorized to request the required Ministerial declaration that there are no objections and to draw-up the deed of amendment of the Articles of Association.



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- 10** Authorisation of the Board of Management to repurchase (certificates of) shares in the company.

Authorisation of the Board of Management for a period of 18 months as of today and subject to the approval of the Supervisory Board, to acquire for a consideration paid-up (depository receipts of) shares in the company 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, for a price that is between the par value of the shares and 110 percent of the market value. By market value shall be understood 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.

- 11** Any other business.

- 12** Closing of the meeting.

Notes to the agenda

Notes to item 7 of the agenda

Mr. P.J. Crawford has the British nationality and was born in 1951.

Mr. Crawford is a non-executive Director and chairman of Avanti Capital Pt. (a public investment company specialising in technology and property ventures), Crimsonwing Ltd. (an offshore technology services provider with offices in Holland, Malta and the UK), Wordmap Ltd. (taxonomy software), SurfKitchen Ltd. (software for mobile devices and mobile servers), Buildonline Ltd. (collaboration software, document management, for disparate workforces). Mr Crawford is also an advisor to several boards on technology matters and business operations through his consultancy business, Optimae Ltd. He has an honours degree in metallurgy, from Sheffield University.

Mr. Crawford has been a member of the Supervisory Board of Fugro for eight years and a member of the Audit Committee. He is proposed for re-appointment as member of the Supervisory Board in view of his broad expertise and knowledge of the company.

Mr. Crawford owns no shares in Fugro N.V.

In view of the resignation of Mr. M.W. Dekker according to roster after a term of 14 years it is proposed to appoint Mr. F.J.G.M Cremers as a member of the Supervisory Board.

Mr. Cremers is a Dutch national and was born in 1952.

Mr. Cremers has been Chief Financial Officer and member of the Board of Management of VNU N.V. from 1997 to end 2004. Prior to joining VNU he spent 21 years with the Royal Dutch/Shell Group in which period he held a variety of management positions in several countries. Mr. Cremers is a member of the Supervisory Boards of the N.V. Nederlandse Spoorwegen, Vopak N.V. and Rodamco Europa N.V. He also serves as a member of the 'Commissie Openbare Biedingen' of the Dutch financial authority 'Autoriteit Financiële Markten' and as a member of the 'Adviesraad Uitgevend Instellingen' of Euronext.

Mr. Cremers has broad financial expertise and an extensive knowledge of the oil and gas industry, which makes him a suitable candidate for the Supervisory Board of Fugro N.V. He is proposed for appointment as a member of the Supervisory Board in view of his broad expertise and knowledge.

Mr. Cremers owns no shares in Fugro N.V.

Note to item 8 of the agenda

In its meeting of 19 May 2004, the Annual Meeting of Shareholders has approved Fugro's Corporate Governance policy. The headlines of this policy are described in the Annual Report. Fugro intends to implement two changes in this policy. These changes are set out below:

The Supervisory Board consists of six members, three of which are not resident in the Netherlands. Given this international composition, it has appeared to be unpractical to maintain the separate Remuneration & Nomination Committees (and its separate meetings). In view of this it is proposed to combine these committees. The tasks of the Remuneration and Nomination committees as set out in the Dutch Corporate Governance Code will be assumed by this combined Nomination & Remuneration Committee. Further, the Supervisory Board is of the opinion that this combined Remuneration & Nomination Committee needs to be chaired by a Dutch national. Given the current composition of the Board and the individual expertise of its members, it is proposed to appoint Mr. Schreve, current chairman of the Supervisory Board, as chairman of this joint Committee.

Note to item 9 to the agenda

It is proposed to add two new articles to the Articles of Association. The proposed articles provide as follows:

Indemnification managing directors and supervisory directors

Article 23A

Unless Dutch law provides otherwise, the following shall be reimbursed to current and former members of the managing board and supervisory board:

- (i) reasonable costs of conducting a defence against claims based on acts or failures to act in the exercise of their duties or any other duties currently or previously performed by them at the company's request;
- (ii) any damages or fines payable by them as a result of an act or failure to act as referred to under (i);
- (iii) the reasonable costs of appearing in other legal proceedings in which they are involved as current or former members of the managing board or supervisory board, with the exception of proceedings primarily aimed at pursuing a claim on their own behalf.

There shall be no entitlement to reimbursement as referred to above if and to the extent that (i) a Dutch court has established in a final and conclusive decision that the act or failure to act of the person concerned may be characterised as wilfull ('opzettelijk'), intentionally reckless ('bewust roekeloos') or seriously culpable ('ernstig verwijtbaar') conduct, unless Dutch law provides otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness, or (ii) the costs or financial loss of the person concerned are covered by an insurance and the insurer has paid out the costs or financial loss. The company may take out liability insurance for the benefit of the persons concerned. The supervisory board may give further implementation to the above with respect to members of the managing board. The managing board may give further implementation to the above with respect to members of the supervisory board.



**Explanation**

The company aims to take on competent managing directors and supervisory directors. Recent developments in Dutch corporate law show that claims are brought against members of the managing board and the supervisory board to hold them personally liable. Even though only few of these claims are upheld, managing directors and supervisory directors are forced to enter into long and expensive procedures. The costs relating to the defence in such procedures should only be borne by the respective persons to the extent serious culpable misconduct, gross negligence or wilful misconduct has taken place. In order to avoid that a member of the managing board or the supervisory board should borne these costs when a judge has ruled that a member of the managing board of the supervisory board is not liable, an indemnification clause is included in the articles of association stating that the members of the managing board and the supervisory board shall be reimbursed for such costs. Such an indemnification clause will only have effect to the extent the liability insurance does not cover the claim.

Article 28 paragraph 8

Proposals of persons who are entitled to attend meetings will only be included in the agenda, if such proposal is made in writing to the managing board not later than sixty days before that meeting by persons who are entitled to attend the meetings, solely or jointly representing shares amounting to at least one-hundredth of the issued share capital, or with a market value of at least fifty million euro (EUR 50,000,000), unless this would be contrary to important interests of the company.

Explanation

This article is added in order to bring the Articles of Association in line with article 2:114a Dutch Civil Code, which entered into effect as of 1 October 2004.

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