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**The Extraordinary General Meeting ("EGM") of Fugro N.V. ("Fugro") will be held virtually on Wednesday 12 May at 2pm (CEST)**

## **Agenda**

- 1** Opening and notifications
- 2** Composition of the Board of Management: appointment of Mrs B.P.E. Geelen as member of the Board of Management (*for resolution*)
- 3** Composition of the Supervisory Board: appointment of Mr M.J.C. de Jong (*for resolution*)
- 4** Any other business
- 5** Closing of the meeting

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## EXPLANATORY NOTES TO THE AGENDA

### ***Agenda item 2***

#### **Composition of the Board of Management: appointment of Mrs B.P.E. Geelen as member of the Board of Management**

Further to the announcement of 22 March 2021, the Supervisory Board proposes, in accordance with article 21.2. of the articles of association, to appoint Mrs B.P.E. Geelen as member of the Board of Management for a period ending at the close of Fugro's annual general meeting to be held in 2025. If appointed at the EGM, Mrs. Geelen will be designated as Chief Financial Officer of the Company by the Supervisory Board. She will succeed Paul Verhagen, the current Chief Financial Officer, who will step down from the Board of Management at the AGM of 22 April 2021, as was announced on 12 January 2021.

Mrs Geelen has extensive experience in financial management, including corporate finance, project financing, strategic planning, (re) structuring, mergers & acquisitions and management information systems. From 2014 till 2021 she has been CFO at HES International, one of Europe's largest independent bulk handling companies with operations across Europe, owned by private equity. Prior to that Mrs Geelen held various (leading) roles at ABN AMRO and gained experience in equity and high yield capital markets transactions, restructuring of companies and managing client teams, among others in the energy sector. She has extensive international experience, having been stationed in London and Singapore. Mrs Geelen holds a master degree in Business from the University of Nijmegen, the Netherlands and followed an MBA program at the New Mexico State University in Las Cruces, United States. She is a Dutch citizen and currently does not hold any (certificates of) shares in Fugro's share capital.

Mrs Geelen has a broad financial background with a strong track record of improving financial performance, based on well-developed execution skills and a hands-on management style. She will be able to play a key role in the implementation of Fugro's Path to Profitable Growth strategy, with a particular focus on achieving the financial goals. She has the experience and drive to make a strong contribution to Fugro's ongoing transformation.

The main elements of the Management Services Agreement with Mrs Geelen (as applicable after this appointment) are available on Fugro's corporate website and are part of the meeting documents which are available at : <http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings>.

### **Agenda item 3**

#### **Composition of the Supervisory Board: appointment of Mr M.J.C. de Jong**

Further to the announcement of 29 March 2021, the Supervisory Board proposes in accordance with articles 25.1 and 21.2 of the articles of association, to appoint Mr. M.J.C. de Jong as a member of the Supervisory Board for a period ending at the close of Fugro's annual general meeting, to be held in 2025. Mr. de Jong complies with the statutory regime limiting the number of supervisory positions that may be held by supervisory directors under section 2:142a of the Dutch Civil Code, the independence criteria of the Dutch Corporate Governance Code and he fits the profile drawn up by the Supervisory Board.

Mr. de Jong's details for the proposed appointment in accordance with section 2:142(3) of the Dutch Civil Code are:

Name	M.J.C. (Marc) de Jong
Date of birth	8 February 1961
Nationality	Dutch
Other positions and directorships in the Netherlands	member of the supervisory board of ASM International NV (listed), member of the supervisory board of Sioux Technologies (non-listed), proposed chairman of the supervisory board of BDR Thermea as of 22 April 2021 (non-listed)
Other positions and directorships outside the Netherlands	Mr de Jong is a non-executive board member at three Danish based, private equity owned companies in the international wind energy market, called Nissens AS, Fiberline AS and PolyTech AS (all non- listed)
Previous positions and directorships	CEO LM Wind Power, various executive positions and part of Group Management Committee at Royal Philips, executive position at NXP Semiconductors
Fugro shares, certificates of ordinary shares and/or options to acquire Fugro shares or certificates of ordinary shares	400 certificates of Fugro shares

The nomination for the appointment of Mr de Jong is based on, amongst others, his background as a renowned international business executive and board member, his extensive experience in the wind energy market and his proven track record in technology and business development.

Mr de Jong currently serves as supervisory board member at ASM International, a leading supplier of semiconductor process equipment and at Sioux Technologies, a non-listed technology and software developer. He is furthermore the proposed chairman on the supervisory board of BDR Thermea, a non-listed provider of thermal comfort solutions with a near-zero carbon footprint. Mr de Jong is also a non-executive board member at three Danish based, private equity owned companies, Nissens, Fiberline and PolyTech, that provide products and services in the international wind energy market. From 2015 – 2018 Mr de Jong was CEO of LM Wind Power, a producer of wind turbine blades with at the time USD 1.7 billion in revenues and 12,000 people, active across Europe, the Americas and Asia. Before that he worked at Royal Philips where he was member of the Group Management Committee and had several senior executive roles, including Chief Executive Officer of Professional Lightning Solutions. He also was Chief Executive Officer of the automotive and identification business of NXP Semiconductors.

Mr de Jong holds a Master in Physics and Mathematics from the VU University Amsterdam and MBA's from Rotterdam School of Management and University of Rochester (US). He is a Dutch national.

Mr de Jong will be compensated in accordance with the remuneration policy adopted at the 2020 AGM.

The notice, agenda and the explanatory notes to the agenda and other meeting documents are available on: <http://www.fugro.com/about-fugro/corporate-governance/shareholder-meetings>