

## **SUPERVISORY BOARD REPORT**

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# Report of the Supervisory Board

## SUPERVISORY BOARD



### Sjoerd S. Vollebregt (1954)

**Function** Chairman Supervisory Board

**Committee** Chairman nomination committee, member remuneration committee

**Nationality** Dutch

**First appointed** 2020

**Current term** Until AGM 2024

**Previous positions** CEO Stork N.V., CEO Fokker Technologies B.V., various senior position at logistics companies, non-executive board positions at TNT Express B.V. and Mylan N.V.

**Other functions** Chairman of the Supervisory Board of Heijmans N.V. and lead independent director of Joulz B.V.



### Petri H.M. Hofsté (1961)

**Committee** Vice-chair Supervisory Board, chair audit committee

**Nationality** Dutch

**First appointed** 2015

**Current term** Until AGM 2023

**Previous positions** Senior financial management positions at various organisations; partner at KPMG, group controller and deputy chief financial officer of ABN AMRO Bank, division director of the Dutch Central Bank and chief financial and risk officer of APG Group

**Other functions** Member Supervisory Board of Rabobank, Achmea B.V. and Achmea Investment management, Pon Holdings B.V. and chair of the Board of Nyenrode Foundation



### Antonio J. Campo (1957)

**Committee** Member remuneration committee; member nomination committee

**Nationality** Colombian

**First appointed** 2014

**Current term** Until AGM 2022

**Previous positions** Multitude of senior management positions at Schlumberger, President and CEO of the Integra group of companies

**Other functions** Vice-chairman Board Basin Holdings, lead director of National Energy Services Reunited Corporation



### Marc J. C. de Jong (1961)

**Committee** Chair technology committee, member audit committee

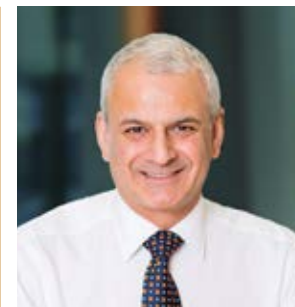
**Nationality** Dutch

**First appointed** 2021

**Current term** Until AGM 2025

**Previous positions** CEO LM Wind Power, various executive positions and part of Group Management Committee at Royal Philips, executive position at NXP Semiconductors

**Other functions** Owner and CEO of Innomarket Consultancy BV, member Supervisory Board of ASM International NV, chairman Supervisory Board BDR Thermea, member Supervisory Board of Sioux. Non-executive board member at two Danish private equity owned companies in international wind energy (Nissens AS and Fiberline AS), board member of FiberSail S.A. in Portugal and venture partner at Forward.one



### Ron Mobed (1959)

**Committee** Member audit committee; member technology committee

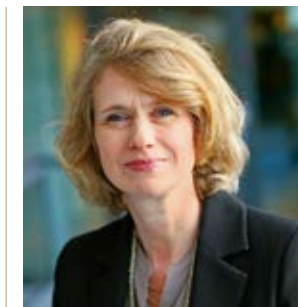
**Nationality** British

**First appointed** 2020

**Current term** Until AGM 2024

**Previous positions** CEO of Elsevier (part of RELX Group), president of the Energy division of IHS Markit Ltd, various senior management positions at Schlumberger, non-executive director and chair of Robert Walters Plc., Non-executive director at AVEVA Plc

**Other functions** Board member of Ordnance Survey Limited



### Anja H. Montijn (1962)

**Committee** Chair remuneration committee; member nomination committee

**Nationality** Dutch

**First appointed** 2015

**Current term** Until AGM 2023

**Previous positions** Various national and international leadership positions at Accenture, amongst others managing partner Resources practice in France and Benelux, Country Managing Director Accenture the Netherlands, Global Managing Director Management Consulting Resources, member Supervisory Board Royal VolkerWessels NV

**Other functions** Non-executive director at OCI NV

**Company secretary** Paul Theunissen (1980)

## SUPERVISORY BOARD REPORT

As Supervisory Board, we are pleased with the solid improvement in the company's performance. Against a backdrop of geopolitical and volatile markets, there is high client demand for Fugro's solutions in support of the energy transition, sustainable infrastructure and climate change adaptation. Fugro's purpose is more relevant than ever.

The company is making good progress on the implementation of its strategy. To reach its mid-term targets and further progress in the future, execution excellence, human capital development, and innovation are more relevant than ever before. Throughout the year, we extensively discussed the relevant topics with management and site visits have helped us to understand the current state of the business, its markets, challenges and opportunities. Fugro is leveraging technology developments in the field of robotics, remote operations and analytics & cloud automation in order to offer safer, faster, more efficient and higher quality services; all in a more sustainable way. As innovation and digitalisation are key going forward, we have created a separate technology committee within our team. We have spent ample time with management and Fugro's senior management discussing Vision 2030, addressing the future beyond the current Path to Profitable Growth strategy.

With its much stronger performance throughout the year and balance sheet after the July 2022 refinancing, Fugro has substantially strengthened its foundation for the future, allowing for investments in further growth to benefit from the significant opportunities in the company's markets.

### 2022 FINANCIAL STATEMENTS AND DIVIDEND

This annual report includes the 2022 financial statements, which are accompanied by an unqualified independent auditor's report of Ernst & Young Accountants LLP (see the independent auditor's report starting on [page 183](#)). These financial statements were prepared in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and section 9 of Book 2 of the Dutch Civil Code.

The audit committee discussed the draft 2022 financial statements with the CEO, the CFO and the auditors. The committee also discussed the long form auditor's report, the quality of internal risk management and control systems and had a discussion with the auditor without Fugro's management being present.

Subsequently, Supervisory Board discussed the annual report, including the financial statements, with the Board of Management in the presence of the auditor. Furthermore, we took note of the reporting from the audit committee and reviewed the independent auditor's report and the quality of internal risk management and control systems.

We recommend that the AGM, to be held on 26 April 2023, adopts the 2022 financial statements. In addition, we request that the AGM grants discharge to the members of the Board of Management in the 2022 financial year for their management of the company and its affairs during 2022, and to the members of the Supervisory Board in office in the 2022 financial year for their supervision over said management. We concur with the decision of the Board of Management that the company will resume dividend payments once leverage structurally allows.

### HEALTH, SAFETY AND SUSTAINABILITY

Each regular meeting with the Board of Management starts with a discussion on safety, based on an analysis of statistics, usually in the presence of Global Director Safety & Sustainability.

In the wake of the Covid-19 pandemic, also after related restrictions were lifted, the health and safety measures continues to be a key focus area for us, in particular considering the challenging environments that Fugro works in. With a significant number of new hires in Fugro in 2022, the 3S Together safety programme, launched in 2021, helps to build mutual confidence, trust and support between operational staff and their supervisors and managers. We were also informed on Fugro's employee assistance programme which provides full (mental) health support for all employees. A separate employee assistance programme was set up to support Ukrainian employees and their families.

Sustainability is closely linked to Fugro's purpose of creating a safe and liveable world. It is increasingly important, also from a strategic perspective, as it is not only a corporate responsibility but also a driver for long-term value creation. In the course of the year, we amongst others discussed Fugro's solutions to assist its clients with climate adaptation and mitigation, but also the company's net-zero roadmap aimed at reducing the environmental impact of Fugro's own operations. As Fugro's carbon footprint is mostly related to its vessels, the ongoing roll-out of remote and autonomous solutions will support improved sustainability performance, not only of Fugro, but also of the clients that use these solutions.

## STRATEGY

In November 2018, Fugro launched its strategy 'Path to Profitable Growth', including related mid-term targets. We fully support executive management's intent to continue to diversify and we are aligned with Fugro's strategy revolving around supporting its clients with the energy transition, development of sustainable infrastructure and climate change adaptation, both in the marine and land environment. This includes in our joint view:

- Continued diversification through strong growth in offshore wind, major infrastructure projects and new growth markets such as coastal resilience
- Maintaining and expanding market leading positions by digital solutions, more client focus and technical innovations
- Improving profitability and cash flow generation, amongst others by further strengthening of the organisation's commercial capabilities and operational excellence.

In October, during our three-day 'off-site' meeting, we joined the Board of Management in extensively discussing and finalising the group's Vision 2030, which will provide the basis for Fugro's future strategy. This vision revolves around the intent that over the next decade, Fugro's scientists, engineers and Geo-data specialists will be able to provide an even better understanding of the planet with a holistic integrated digitalised view; the 'digital twin' of the sub-surface. The Geo-data of the future will be gathered with state-of-the-art remote, autonomous and digital technology. Fugro will apply predictive and automated analytical tools for its clients to deliver insights easier, safer, in real-time and with a lower carbon footprint.

## RISK MANAGEMENT

Risk awareness and management is an important integral part of Fugro conducting its business. It is designed to provide reasonable assurance that objectives are met by integrating management control into daily operations, ensuring compliance with legal requirements and safeguarding the integrity of the company's financial reporting and its related disclosures. Fugro's risk management is aimed at supporting long-term sustainable value creation.

In the past years, risk management procedures have been firmly embedded and structured within the organisation. Risk awareness is increasing within the organisation and risk management processes are continuously enhanced. Risks have been assessed per region and mitigating measures have been aligned. The identified key risks are continuously monitored and re-evaluated and potential new risks are assessed. This process is facilitated and monitored by the internal audit function, which reports periodically on the progress to the audit committee.

Risks have been identified as part of the risk management process and are linked to specific internal control procedures embedded in the internal control framework. The Fugro internal control framework describes the requirements on internal control and determines the set of internal controls to mitigate (key) risks for processes that contribute to, amongst others, the preparation and processing of accounting and financial information.

The audit committee reviewed the reporting of Fugro's risk management and control systems. This was reported to and discussed in the full Supervisory Board. We also discussed the roadmap to further enhance risk

management, and the internal audit plan which is linked to the identified risks for Fugro. The internal audit plan reflects a risk-based approach. Based upon the advice of the audit committee, the audit plan of the internal audit department and the external auditor was approved. We also took note of the reports from internal audit and discussed the reports of the external auditor provided on the (interim) financial statements at half year and full year.

Taking into account the reports and advice from the audit committee, we concur with management that the internal risk management and control systems of Fugro are sufficiently adequate and robust.

## INVESTOR RELATIONS AND SHAREHOLDER MEETINGS

An open and regular dialogue with shareholders and other investors is important to explain the company's strategy and performance, but also to receive feedback which often provides us with valuable insights. On a regular basis, we were informed on investor relations including feedback from roadshows and analyst contacts, share price developments and the composition of the shareholder base. We also took note of analyst reports.

Together with the Board of Management, we prepared for the 2022 annual general meeting of shareholders (AGM). In the wake of the Covid-19 pandemic, this meeting was again organised in the form of a virtual meeting. It was accessible via a webcast and shareholders were given the opportunity to send in their questions in advance with a possibility for follow up questions during the meeting. All proposals on the agenda were adopted by the AGM.

## OTHER ACTIVITIES AND MEETINGS

In the year 2022, we had 14 meetings with the Board of Management, of which 6 regular scheduled meetings. The 8 extra meetings were predominantly related to the refinancing. Upcoming debt maturities necessitated a timely refinancing, which was complex in challenging capital market conditions, heavily affected by volatile geopolitical and macro-economic conditions. We are pleased that over the summer, the company succeeded in arranging a new comprehensive sustainability-linked financing at better terms and conditions, in combination with a 10% equity increase, giving Fugro a solid basis for the further implementation of its strategy.

Except for the meeting in July, all regular meetings were in person meetings. All other meetings were held virtually.

None of the Supervisory Board members was absent at the regular scheduled meetings. Including the extra meetings, the attendance of the Supervisory Board members to the Supervisory Board meetings in 2022 was 97.6%. When members are unable to attend meetings, they provide their input beforehand and receive an update afterwards. The chairman of the Supervisory Board and chair of the audit committee has been in frequent contact with colleagues, the CEO, the CFO, the company secretary and external advisors.

During most of our regular meetings, an ELT member (not being a Board of Management member) or other senior managers joined the meeting and were invited to participate in the discussions and give a presentation on his or her area of responsibility.

## Supervisory Board attendance record

	SB <sup>1</sup>	AC <sup>2</sup>	RC <sup>3</sup>	NC <sup>4</sup>	TC <sup>5</sup>
Sjoerd					
Vollebregt	14/14	–	5/5	4/4	–
Petri Hofsté	14/14	5/5	–	–	–
Antonio Campo	14/14	–	5/5	4/4	–
Marc de Jong	12/14	5/5	–	–	3/3
Ron Mobed	14/14	5/5	–	–	3/3
Anja Montijn	14/14	–	5/5	4/4	–
1 Supervisory Board			4 nomination committee		
2 audit committee			5 technology committee		
3 remuneration committee					

By way of preparation, many subjects are discussed in advance in one of the four permanent Supervisory Board committees. All Supervisory Board members receive the meeting documents and the minutes of the four committees.

The Board of Management is an important source of information for the Supervisory Board. It is supplemented with information from the external auditor, internal audit and presentations and discussions with members of the ELT, senior management and other employees in meetings and during site visits. The Supervisory Board receives quarterly reports on financial performance. Information is also provided outside meetings, in bilateral contacts or whenever a Supervisory Board member feels the need to be informed on a specific topic.

In accordance with the Dutch gender diversity act (Wet ingroeiquotum en streefcijfers), the Supervisory Board supervises the target setting for a balanced gender diversity, not only for the Board of Management and the Supervisory Board, but also for senior management throughout the company. We have taken note of Fugro's

comprehensive diversity, equity and inclusion policy and related roadmap.

In the regular scheduled meetings, recurring items on the agenda were, among others, quarterly results, (re) financing, market developments, financial performance and forecasts, developments and performance per region and business line, organisational developments, HSSE, ESG, strategy updates and updates on key projects. The CEO gave a presentation every meeting with an update on priorities of the Board of Management, new key hires and other highlights. The meeting reports of the audit committee, the nomination committee, the remuneration committee and the technology committee were also discussed.

Apart from the regular agenda items and insofar as not already mentioned before, we discussed, amongst others, the following items:

- In January, an extra Supervisory Board call was scheduled to discuss the developments with respect to the refinancing.
- In our regular February meeting, we discussed the annual results 2021 and related items in the presence of the external auditor (EY). We agreed to propose the re-appointment of the external auditor at the AGM. The annual report 2021, including the remuneration report 2021, were approved. In addition, the refinancing, vessel management and long-term vessel planning were discussed, also related to Fugro's ambitious net zero carbon emissions roadmap.
- In March, two extra Supervisory Board meeting were held. The first meeting was scheduled to discuss the composition and team effectiveness of the Supervisory Board and the board development programme in cooperation with an independent

consultant. In the second meeting the consequences of the Ukraine/Russia conflict for Fugro's business and the developments with respect to the refinancing were discussed.

- In April, we discussed the first quarter results and received an update on the refinancing process. In addition, ESG was discussed, in particular developments around the related reporting requirements (including EU Taxonomy), Fugro's net-zero emission roadmap, the progress towards developing science-based targets, and supply chain ESG due diligence.
- In June, a virtual meeting was dedicated to the developments regarding the refinancing.
- In the light of the refinancing, launched on 25 July, two extra Supervisory Board meetings were held next to the regular meeting. In these meetings the refinancing and the half-yearly report 2022 was discussed and approved. The external auditor attended the financial part of the meetings. We also received a detailed presentation on human resources.
- In October, we had a three-day 'off-site' meeting in Houston, USA in combination with visits to Fugro's local offices. During our meetings we received an update on the energy market from an external specialist. We also discussed the current strategy, the market & business developments and the group's long-term Vision 2030. We dedicated a full day to the developments in the Americas. Topics such as financial performance HSE, HR, and market focus on renewable energy, coastal resilience and critical minerals were discussed. The 'off-site' visits and meetings with senior management and staff take place annually. These meetings are of great value because it gives a better insight in local operations, management and key employees.

- In our regular October meeting, we discussed the third quarter results. We also had an in-depth discussion on risk management and received an update on key account management. ESG was also discussed, in particular global frameworks for responsible business. Next to this, we approved the audit plan for 2023, as recommended by the audit committee.
- In a video-conference call in November, we discussed the preliminary budget for 2023. We gave our feedback on the proposed targets for 2023.
- In December, we approved the annual budget/operational plan for 2023 and received an update on the group's long-term Vision 2030.

## SUPERVISORY BOARD COMMITTEES

The Supervisory Board had three permanent committees: an audit committee, a nomination committee and a remuneration committee. In 2022, the Supervisory Board established a fourth permanent committee, the technology committee. The function of these committees is to assist the Supervisory Board and to prepare the decision-making. The chairman of each committee reports the main considerations, findings and recommendations to the full Supervisory Board.

### Audit committee

The members of the audit committee are Petri Hofsté (chair), Ron Mobed and Marc de Jong. Collectively the members possess the required experience and financial expertise. Petri Hofsté has specific expertise in financial reporting, risk management and audit.

In 2022, the committee met five times. All meetings were attended by the CFO, the Group Controller, and the external auditor; the Director Internal Audit and

the General Counsel both attended four times. In the meeting in which the annual results were discussed, the CEO was also present. The chairman of the committee had regular contact with the CFO to discuss financial performance, risks and other relevant matters, and with the internal and external auditors.

Recurring items on the agenda were the quarterly results and the half-year report, risk management and internal control, the internal audit plan and internal audit reports, audit plan and reports of the external auditor and claims/disputes and compliance aspects. More specific items on the agenda were amongst others, the refinancing, ESG reporting and change of the ERP system, tax, impairment testing, treasury, and the follow up on the management letter. Many of these topics were presented by the responsible managers.

In its February 2023 meeting, the audit committee reviewed amongst others the 2022 financial statements and other parts of the annual report. The committee discussed the use of the going concern assumption, and the compliance with covenants. The quality of the financial closing process was reviewed. The budget 2023 was discussed in the December 2022 meeting. The valuation of goodwill, vessels and right-of-use assets were discussed on the basis of impairment tests and sensitivity analysis performed.

The committee was briefed by the external auditor on relevant developments in the audit profession. The committee met with the external auditor without the Board of Management being present and reported to the Supervisory Board on the performance of and the relationship with the external auditor. The chair of the committee also regularly communicated on a one-to-one basis with the external auditor.

The committee also had a closed meeting with the Director Internal Audit. Among others, the performance and independence of internal audit and its members were discussed. The committee also evaluated the performance of the internal audit function, without the Director Internal Audit being present, on the basis of input provided by management and its own observations. Conclusions were positive. During the year, there were regular one on one contacts between the chair of the committee and the Director Internal Audit.

It is a regular practice that the audit committee shares its main deliberations and findings or advises in the Supervisory Board meeting following the audit committee meeting. In the reporting to the Supervisory Board, the information as referred to in best practice provision 1.5.3 of the Code is taken into account.

At the AGM on 22 April 2022, Ernst & Young Accountants LLP (EY) was reappointed as auditor to audit the financial statements for 2023. In its February 2023 meeting, the audit committee evaluated the performance of EY. Input was an assessment based on a questionnaire and interviews with relevant stakeholders. Based on the evaluation, the audit committee advised the Supervisory Board to propose at the upcoming AGM on 26 April 2023, to reappoint EY to audit the financial statements for 2024.

#### Nomination committee

The members of the nomination committee are Sjoerd Vollebregt (chair), Antonio Campo and Anja Montijn.

In 2022, the committee met four times, mostly with the CEO and the Group Director Human Resources being present. The topics that were discussed included, among others, organisation development, global

human resources management, talent development and succession planning, attrition and retention, initiatives to increase diversity at senior management level and annual assessment of the Board of Management.

The committee also discussed the composition of the Management Board and the Supervisory Board and reviewed the profiles.

#### Remuneration committee

The members of the remuneration committee are Anja Montijn (chair), Antonio Campo and Sjoerd Vollebregt.

Both the remuneration and the nomination committee prepare the Supervisory Board's duties in its role as the employer of the Board of Management.

In 2022, the committee met five times, mostly with the CEO, the Group Director Human Resources and the Global Head of Rewards being present. Discussed were, among others, the annual bonus 2022 for the members of the Board of Management and the ELT, the bonus targets for 2023, the vesting of the performance shares granted in 2020 and the granting of performance shares to the members of the Board of Management and the ELT for the period 2023 – 2025. The committee also discussed and advised on the granting of restricted shares under the new long-term incentive programme for key employees, and discussed and agreed on the remuneration report to be included in the annual report 2022. The committee prepared a new remuneration policy for the Supervisory Board, which will be on the agenda of the annual general meeting on 26 April 2023.

#### Technology committee

As technical innovations and digitalisation play a critical role in Fugro's future and can considerably add value to

its customers, the Supervisory Board has decided to set up a permanent committee for this purpose. The members of the technology committee are Marc de Jong (chair) and Ron Mobed.

In 2022, the committee met three times, always with the CEO and the Group Director Development and Digital Transformation present. The Global Director Innovations regularly joined the committee meetings. Discussed were, among others, the digital transformation programme and the developments with respect to Fugro's uncrewed and remote operations.

### COMPOSITION AND FUNCTIONING OF THE SUPERVISORY BOARD

The Supervisory Board has formulated a profile defining its size and composition, taking into account the nature of the company and its activities. This profile is published on Fugro's website. The Supervisory Board has set the number of members that it aims for at six.

The current composition of the Supervisory Board is balanced and complies with the requirement of at least one-third of each gender in accordance with the Dutch gender diversity act (Wet ingroeiquotum en streefcijfers) which came into effect on 1 January 2022. The mix of knowledge, skills, experience and expertise of its members is such that it fits the profile and strategy of the company and its diversity policy (see for more information on composition and diversity, [page 91](#) of this annual report).

The Supervisory Board attaches great importance to the independence of its members. All members qualify as independent in the meaning of best practice provisions 2.1.7 – 2.1.9 of the Code. None of the criteria as referred to in best practice provision 2.1.8 is applicable to any one



## Supervisory Board skills matrix

	Sjoerd Vollebregt	Petri Hofste	Antonio Campo	Marc de Jong	Ron Mobed	Anja Montijn
Executive board member of (listed) international company	✓	✓	✓	✓	✓	✓
Finance/ governance	✓	✓		✓		
ESG		✓		✓		
Technology/innovation	✓		✓	✓	✓	
IT/digital/cyber security					✓	✓
Risk management	✓	✓	✓			
Human resources		✓	✓	✓		✓
Project management	✓	✓	✓			✓
Energy (transition)			✓	✓		✓
Business strategy planning	✓	✓	✓	✓	✓	✓

of the members and they do not carry out any other functions that could jeopardise their independence. The Supervisory Board members also comply with the requirement under section 2:142a of the Dutch civil code that they do not hold more than five Supervisory Board positions (including non-executive directorships at one tier boards) at certain 'large' (listed) companies or entities.

Besides the 14 meetings during the year, during 4 meetings throughout the year the annual evaluation of the Supervisory Board and its committees related to 2022 took place in the form of an extensive board development programme conducted by an independent consultant. All members of the Supervisory Board, Board of Management and the Company Secretary were interviewed and completed a questionnaire. The programme and evaluation covered the following topics: the strengths, the composition, the roles and responsibilities, the focus, and the way of working of the Supervisory Board. The Board of Management was also asked for input and the outcome has jointly been discussed. It was concluded that further

progress can be made in effectively tapping into the diverse and broad experience of the Supervisory Board as a whole, the team interaction within the Supervisory Board as well as with the Board of Management, and setting up a comprehensive agenda for the Supervisory Board meetings dealing with today' trading, tomorrow's challenges and Fugro's unique and long term strengths. The outcome and recommendations of the board development programme and evaluation was presented in a report and discussed by the Supervisory Board as a whole.

The Supervisory Board concluded that the Supervisory Board and its committees had properly discharged their responsibilities during 2022.

### COMPOSITION AND FUNCTIONING OF THE BOARD OF MANAGEMENT

During the year 2022, the Board of Management consisted of Mark Heine (CEO) and Barbara Geelen (CFO).

With input from all Supervisory Board members, the nomination committee evaluated the performance of the Board of Management. Also, the personal targets for 2022 were evaluated and the functioning of the Board of Management as a team was discussed.

The size and composition as well as the combined experience and expertise of the ELT and the Board of Management fit the profile and strategy of the company. The composition is balanced from an age, nationality, gender and background perspective. In accordance with the Dutch gender diversity act (Wet ingroeiquotum en streefcijfers), the Supervisory Board will supervise the target setting for a balanced gender diversity in the Board of Management, the Supervisory Board and senior management levels to be reported on the in the annual report 2022. For the current composition of the Board of Management and the ELT and information about its members, please refer to [pages 68 and 69](#) of this report.



## FINAL COMMENTS

In the year of its 60th anniversary, the company made good progress towards its mid-term targets. We want to thank management and all Fugro employees for their dedication and commitment to crafting a stronger Fugro. With a second year of positive results after a number of difficult years, strong client demand and a solid balance sheet, we are excited about the future prospects of the company.

Leidschendam, 10 March 2023

*Sjoerd Vollebregt, chairman*

*Petri Hofsté, vice-chair*

*Antonio Campo*

*Marc de Jong*

*Ron Mobed*

*Anja Montijn*



# Remuneration report 2022

This report has been prepared by the remuneration committee of the Supervisory Board. The responsibility of this committee is to prepare the decision-making of the Supervisory Board regarding the remuneration policy and the determination of the remuneration of individual members of the Board of Management within the framework of the remuneration policy. The Supervisory Board remains responsible for the decisions. The members of the remuneration committee are Anja Montijn (chair), Antonio Campo and Sjoerd Vollebregt.

This report contains:

- Current remuneration policy for the Board of Management
- Remuneration of the Board of Management in 2022
- Internal pay ratio and 5-year analysis
- Terms of appointment of the members of the Board of Management
- Remuneration Board of Management per 2023
- Remuneration of the Supervisory Board.

Further information on the remuneration and on option and share ownership of members of the Board of Management and members of the Supervisory Board is available in [note 37](#) of the financial statements in this annual report. The remuneration policy and the remuneration charter, which is included in the Supervisory Board rules, are posted on Fugro's website.

This report takes into account the Shareholders' Rights Directive which was implemented into Dutch law per 1 December 2019. The current remuneration policy was first adopted by the AGM in 2014 and adjusted by the

AGM in 2017, primarily to change the long-term incentive plan to performance shares only with the addition of a longer-term strategic target. Early 2020, the remuneration committee evaluated the remuneration policy, taking into account the Shareholders' Rights Directive, an updated benchmark analysis of the labour market reference group and feedback from stakeholders, including shareholders and their representatives. Based on that evaluation, the Supervisory Board decided not to adjust the remuneration policy, other than required by the Shareholder Rights' Directive. These adjustments included the addition of a derogation clause and increased transparency on target setting and achievements of the short-term incentive plan.

At the AGM in April 2022, the remuneration report 2021 was on the agenda. The advisory vote on the remuneration report had 97.13% of the votes in favour. No comments were raised during the AGM on the report and based on the voting results no changes to the remuneration report have been made.

In line with the Shareholders' Rights Directive, the remuneration policy will be submitted for adoption to the AGM at least every four years. Fugro has reviewed the remuneration policies for both boards. At the AGM 2023, Fugro will submit a new remuneration policy for the Supervisory Board. For the Board of Management, the review will be concluded in 2023 and a new policy will be submitted to the AGM in 2024.

## Remuneration policy for the Board of Management

The main objective of Fugro's remuneration policy is to attract, motivate and retain qualified management that is needed for a global company of the size and complexity of Fugro. The policy targets compensation in line with the median of the labour market reference group. Variable remuneration is an important part of the total package. The policy supports both short and long-term objectives, whereas the emphasis is on long-term value creation, to which it contributes by including both financial and non-financial performance metrics.

## Labour market reference group

In preparing the remuneration policy and to determine the remuneration of the members of the Board of Management, the remuneration committee uses external benchmark information to assess market comparability. The labour market reference group consists of 14 Dutch listed companies of comparable scope with international/ global business activities. These are currently Aalberts Industries, Accell Group, AMG, Aperam, Arcadis, ASM International, BAM Group, Boskalis, Brunel, Corbion, SBM Offshore, TKH Group, TomTom and Vopak. In addition, an international group has been used to assess market competitiveness within the sector, especially regarding short- and long-term incentive levels.

The remuneration committee periodically evaluates the composition of this group, amongst others in light of corporate events and overall fit. Companies removed from the reference group will be replaced by other listed companies of comparable scope with

international/ global business activities with the objective to position Fugro around the midpoint in terms of the average of the scope parameters revenues, market capitalisation, assets and employees.

### Analyses

In the design of the remuneration policy and in determining the remuneration of the members of the Board of Management, the Supervisory Board takes into consideration:

- Fugro's purpose, vision and strategy
- Related strategic enablers and Fugro's values
- Internal pay differentials
- Scenario analyses, indicating possible outcomes of the variable remuneration elements and how these may affect the remuneration
- Performance indicators relevant to the long-term objectives of the company.

Fugro considers sustainable development an important driver to help create a safe and liveable world.

This requires balancing the short- and long-term interests of stakeholders and taking into account environmental, social and governance (ESG) aspects of Fugro's business and operations, as included in the strategic agenda.

The remuneration structure and elements do not encourage risk taking that is not in line with Fugro's strategy and risk appetite. The remuneration committee takes note of individual Board of Management members' views with regard to the level and structure of their remuneration.

### Remuneration elements

The remuneration of the Board of Management consists of the following four elements:

- Fixed base salary

- Short-term incentive (STI), consisting of an annual cash bonus opportunity
- Long-term incentive (LTI), consisting of conditional performance shares
- Pension and other benefits.

The principles of the remuneration policy are cascaded to the next senior management level.

### Fixed base salary

Fixed base salaries of the members of the Board of Management are determined by the Supervisory Board (based on advice of the remuneration committee) and set in line with the median of the labour market reference group. Once a year, the Supervisory Board determines whether, and if so, to what extent the base salaries will be adjusted. The outcome of external benchmarking by an independent consultant is taken into consideration.

### Short-term incentive

Each member of the Board of Management is eligible for an annual bonus. The bonus may vary from 0% to 100% of fixed base salary, with 67% being applicable when targets are achieved. The STI is linked to financial and non-financial (personal) performance metrics. The non-financial metrics give the possibility to take for example health and safety, ESG and personal development goals into consideration.

At target level, the financial metrics count for 75% of the bonus payment and the non-financial metrics count for 25%. To ensure alignment of the STI with Fugro's strategy and to enable adequate responses to the challenges the company is facing, flexibility with respect to the STI metrics is important. Therefore, at the beginning of each year, the Supervisory Board will set

the metrics and targets, based on the budget and taking into account the strategic goals of the company.

The Supervisory Board will also determine the relative weight for the selected performance metrics and the applicable performance zones for each metric (financial and non-financial). These zones determine:

- Threshold performance below which no pay-out is made
- Target performance at which 100% pay-out is made
- Excellent performance at which the maximum pay-out is made.

Between these levels, pay-out is based on linear interpolation. Overall, maximum pay-out is 1.5 times pay-out at target level (from 66.7% at target to 100% maximum). As there is no overshoot possibility for the non-financial metrics, maximum pay-out for the financial metrics is 1.67 times pay-out at target performance. The Supervisory Board ensures that the targets are challenging, realistic and consistent with Fugro's strategic goals.

After the end of the financial year, the remuneration committee determines to what extent the targets have been met. The Supervisory Board, following a proposal from the remuneration committee, will decide upon the STI to be awarded over the past financial year. The STI, if any, is paid after adoption by the AGM of the financial statements.

As per 2020, the metrics that will be used for the financial targets and their relative weight are disclosed at the beginning of the financial year in the remuneration report regarding the previous year. The incentive zones qualify as sensitive information and will not be disclosed. After the end of the financial year, the performance will be disclosed in relation to the incentive zones that had been applied.



### Long-term incentive

To strengthen the alignment with shareholder's interests, the LTI consists of performance shares which are conditionally granted annually to members of the Board of Management (and to other senior management). These shares vest after three years, conditional on the achievement of predetermined targets, which are focused on long-term value creation. Vesting is also subject to continuous employment with exceptions in connection with retirement, long-term disability and death.

As from 2018, the number of granted performance shares is set for a period of three years. The principle being that the expected value as percentage of fixed base salary of the members of the Board of Management is as follows:

- CEO: 100%
- CFO: 90%.

As from 2021, a new number of annual granted performance shares was set for the granting in 2021, 2022 and 2023. This number will remain the same for the set period. A new three year period started with the granting on 1 March 2021.

Conditional grants under the LTI are made each year in the open period immediately following the publication of the annual results. The performance period is from 1 January of the year of granting to 31 December three years later. The maximum number of shares that can vest after three years equals 175% of the conditionally granted number of shares (only in the case that excellent performance is achieved on all criteria). As of the granting in 2018, the criteria used for vesting and their relative weight are as follows:

- Total shareholder return (TSR): 37.5%
- Return on capital employed (ROCE): 37.5%
- Strategic target: 25%.

TSR is defined as the share price increase, including reinvested dividends. TSR is measured over a three-year (calendar year) period based on a three-month average of the last three months of the year before grant and before vesting date. The relative position within the peer group determines the award level.

The composition of the peer group is evaluated on a yearly basis, amongst others, in light of corporate events, and comprises Arcadis, Boskalis, Core Laboratories, Fluor, John Wood Group, Oceaneering International, Schlumberger, Subsea 7, TechnipFMC, Transocean and WorleyParsons.

Each year at granting, the Supervisory Board will determine the target and performance zones with respect to ROCE for the last year of the performance period. Return will be based on NOPAT, excluding impairments; capital employed will be corrected for impairments (these will be set back when applying the vesting criteria).

The strategic target is part of the LTI as achieving strategic goals is an important driver for long-term

value creation. Each year at granting, the Supervisory Board will set a strategic target to be achieved in the coming period. These targets will be derived from Fugro's strategy to create long-term value for its shareholders and other stakeholders.

Achievement of the performance targets is determined by the Supervisory Board in the first quarter of the year following the three-year performance period. The vesting period starts at the first day following the grant date. Vested shares have a holding (lock-up) period of 2 years and may be partly sold only to meet tax requirements at vesting. The holders of performance shares are not entitled to shareholders' rights, including the right to dividends, during the period between granting and vesting. Pension and other benefits The pension contribution for the members of the Board of Management is in line with market practice. In accordance with Dutch law, tax deductible pension accruals are only possible for the part of salary up to EUR 114,866 (2022). Members of the Board of Management are compensated by a non-tax deductible, age dependent pension contribution, which

#### Total shareholder return ranking (weight: 37.5%) and applicable vesting (% of conditional award)

Ranking	12	11	10	9	8	7	6	5	4	3	2	1
Vesting	0%	0%	0%	0%	0%	25%	50%	75%	100%	125%	150%	175%

#### Vesting percentage for ROCE (weight 37.5%) and strategic target (weight 25%)

Performance	Below threshold	Threshold	At target	Excellent	
Vesting as % of conditional grant <sup>1</sup>		0%	25%	100%	175%

<sup>1</sup> Vesting in between performance levels as from threshold is based on linear interpolation.

allows building up pension out of net salary, resulting in pension costs for Fugro at a similar level as before the legislative changes per 1 January 2015.

In 2019, Fugro transferred all employees in the Netherlands to a new defined contribution plan up through the legal maximum pensionable salary. The Board of Management also participates in this plan up through the legal maximum.

The fringe benefits of the members of the Board of Management are commensurate with the position held and include expense and relocation allowances, a company car and health and accident insurance.

Fugro does not grant loans, advance payments or guarantees to members of the Board of Management.

#### Claw back and value adjustment

Pursuant to section 2:135 paragraph 6 of the Dutch Civil Code (DCC), the Supervisory Board is authorised to adjust a variable remuneration component to an appropriate level if payment of that variable remuneration component would be unacceptable according to standards of reasonableness and fairness. Pursuant to section 2:135 paragraph 8 DCC, Fugro is authorised to claw back a variable remuneration component in full or in part to the extent the payment was made on the basis of incorrect information with respect to the achievement of the targets on which the variable remuneration component was based or with respect to the circumstances on which this variable remuneration component was dependent.

#### Derogation clause

In exceptional circumstances the Supervisory Board may decide to temporarily deviate from its remuneration policy based on a proposal of its remuneration committee, when this is necessary to serve the long-term interests and sustainability of the company as a whole or to assure its viability. The derogations can concern the objective setting and pay-out of the short-term and long-term incentive plans.

#### Share ownership guidelines

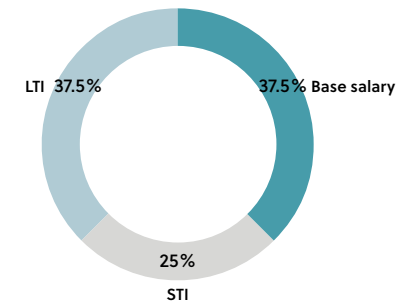
The Supervisory Board encourages the Board of Management to hold shares in Fugro to emphasise their confidence in the company and its strategy. Since 2014, minimum share ownership guidelines are applicable. For the CEO this amounts to 250% of fixed base salary and for the other members of the Board of Management this amounts to 125%. The target period to achieve these levels is 5 years, but in practice timing will (also) depend on share price developments and the vesting of shares and options that have been granted under the LTI programme.

#### Ratio between fixed and variable pay

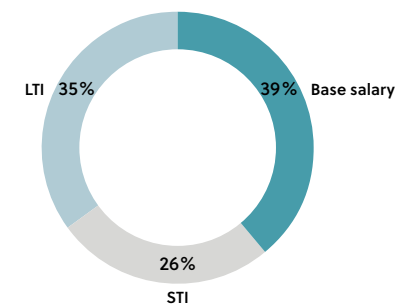
Based on Fugro's remuneration policy as described above, the pie charts on this page represent the pay mix for the CEO and CFO in case of 'at target' performance.

#### Ratio between fixed and variable pay

##### CEO



##### CFO



## REMUNERATION BOARD OF MANAGEMENT IN 2022

### Fixed base salary

In 2022, the fixed base salary of the CEO was adjusted in line with policy. The benchmark study indicated that an increase was needed to continue to align to median market level for the CEO. The salary for the CFO is in line with the median market level and was not adjusted in 2022.

### Short-term incentive

The remuneration committee evaluated the performance of the Board of Management in 2022 in relation to the targets that had been set for the year. The financial metrics for the STI in 2022 were: adjusted EBIT margin, working capital and free cash flow. The actual 2022 performance in relation to the performance zones that had been set for each of the financial metrics, would result in a bonus of 46.31% of fixed base salary. In addition, the remuneration committee selected amongst others Fugro's further diversification and in particular growth in the renewable market as key personal targets for both the CEO and CFO. In evaluating performance on these personal metrics, the remuneration committee concluded that both members fully delivered on their personal targets. This leads to a pay-out on the personal metrics of 16.67% of fixed base salary. The total performance regarding the financial and personal targets results in a bonus of 62.98% of fixed base salary.

The bonus for the members of the Board of Management is at 100% target level 66.7% of their base salary. At maximum score, the bonus can result in 100% of base salary. For 2022, the bonus is slightly below target level and resulted in a 62.98% of base salary pay out, which is 95% of target. On 21 February 2023,

## Performance Board of Management on short-term incentive targets 2022

	Performance zones				Result 2022	Bonus as % of base salary
	Weight	Threshold	At target	Excellent		
Adjusted EBIT margin	35%	4.3%	6%	8%	6.1%	24.11%
Working capital % of 4 times Q4 revenue	20%	11.5%	10.5%	9%	12.6%	0 %
Free cash flow proxy in EUR million	20%	40	60	80	89	22.20%
Personal targets	25%	On individual basis				16.67%
<b>Total</b>						<b>62.98%</b>

the Supervisory Board discussed this proposal and agreed with it.

### Long-term incentive

As of 2014, the long-term incentive (LTI) scheme consists of a mix of conditional performance shares and performance options. These have been granted per 31 December 2014, 2015 and 2016. As of 2017, the form of conditional grants has been changed – in line with

market practice – from a mix of performance shares and performance options to conditional grants in the form of performance shares only. Furthermore, the moment on which LTI grants are made was shifted to the open period immediately following the publication of the annual results, instead of as per 31 December. As a result, the grants at the end of 2017 were shifted to 1 March 2018. These changes as of 2017 have been approved by the AGM in 2017.

## Long term incentives

Performance shares	M.R.F. Heine	B.P.E. Geelen
Outstanding on 31 December 2021	140,500	56,250
25 February 2022: 29,000 + 203 shares above grant	203	
Vested on 25 February 2022 as a result of achieving targets, locked for 2 years	(29,203)	–
Granted on 25 February 2022	82,500	56,250
Outstanding on 31 December 2022	194,000	112,500
<b>Performance options</b>		
Outstanding on 31 December 2021	4,219	
Lapse due to end of option term 31 December 2022	(4,219)	
Outstanding on 31 December 2022	0	



## Shares and options held by Board of Management

### Shares and options

Number of shares	M.R.F. Heine <sup>1</sup>	B.P.E. Geelen
31 December 2021	47,884	20,000
31 December 2022	77,087	20,000

<sup>1</sup> Including 3,125 restricted shares vested in 2021 with a lock-up period of 2 years. These restricted shares were granted per 1 March 2018 as bonus for the 2017 performance (approved by the AGM in 2018).

### Vesting of 2020 performance shares

On 26 February 2023, the performance shares which were granted on 26 February 2020 to the Board of Management and other senior management, will vest.

On TSR, Fugro ended at the 7th position in the ranking of the peer group, resulting in 25% vesting. ROCE came out above the threshold but below target, which resulted in 85% vesting.

The three strategic ESG targets that were set early 2020 were aimed at growing use of renewable energy in Fugro's offices around the world, reducing the CO<sub>2</sub> footprint of Fugro vessels and encouraging the survey fleet to participate in the Nippon Foundation-GEBCO Seabed 2030 project, which targets a mapping of the world's seabed by 2030.

1. The renewable energy target was set before the COVID-19 pandemic and current uncertain geopolitical and macro-economic environment. Despite good progress that can be reported end of 2022, the score on this ambitious target was just below minimum target level. In 2023, management will continue to push towards reaching this target.
2. Through a dedicated group effort within fleet management and the early benefits of USVs, Fugro was able to reduce its CO<sub>2</sub> footprint through a series of fuel efficiency actions and programmes. This has

resulted in achieving the 'excellent' level for this target. For the coming years, further tangible action will be taken, amongst others by adaptations to the Fugro Pioneer, Scout and Voyager vessels to reduce their CO<sub>2</sub> emissions.

3. End of 2022, 8 of Fugro's 17 geophysical survey vessels (47%) have participated in the Seabed 2030 Fugro crowd sourced bathymetry programmes. This is below the 2022 target of 75%. Nevertheless, in 2022, Fugro added another 330,000 km<sup>2</sup> to their crowd sourced bathymetry efforts, bringing the total area of seafloor data contributed by Fugro vessels to cover 2.4 million km<sup>2</sup>.

The overall score for the strategic ESG target resulted in 58.33% due to the outperformance on vessel CO<sub>2</sub> footprint reduction.

### Calculation of vesting of 2020 performance shares Long term incentives

Performance shares	Weight	Result	Vesting
TSR	37.5%	25%	9.37%
ROCE	37.5%	85%	31.88%
Strategic ESG target	25%	58.33%	14.58%
<b>Total</b>	<b>100%</b>		<b>55.83%</b>

### Calculation of vesting of 2020 performance shares Long term incentives

2020 Performance shares	M.R.F. Heine	P.A.H. Verhagen
Grant March 2020	29,000	20,000
Vested per February 2023	16,191	4,962 <sup>1</sup>

<sup>1</sup> Pro-rated due to end of service per 30 April 2021

### Total remuneration Board of Management in 2021–2022

The table below gives an overview of the remuneration of the Board of Management in 2021 and 2022. In this table the LTI incentive refers to the IFRS 2 expense as included in the financial statements.

#### Total remuneration Board of Management in 2021–2022

	% of total in 2022			% of total in 2022			P.A.H. Verhagen	
		2022	M.R.F. Heine 2021		2022	B.P.E. Geelen 2021	2022	2021
Fixed base salary <sup>1</sup>	37.0%	686,250	660,000	40.3%	500,000	333,333	–	166,668
Short-term incentive 2022 <sup>2</sup>	23.6%	437,696	442,464	25.4%	314,889	223,467	–	
Pension costs including disability insurance and related costs	1.9%	36,217	36,303	2.9%	36,217	24,202	–	12,872
Pension compensation	3.6%	66,654	65,211	5.4%	66,654	43,690	–	27,034
Severance								
<b>Long-term incentive<sup>3</sup></b>	<b>33.9%</b>	<b>629,169</b>	<b>857,166</b>	<b>26.0%</b>	<b>322,208</b>	<b>100,814</b>	<b>–</b>	<b>260,205</b>
<b>Total</b>	<b>100%</b>	<b>1,855,986</b>	<b>2,061,144</b>	<b>100%</b>	<b>1,239,968</b>	<b>725,507</b>	<b>–</b>	<b>466,779</b>

<sup>1</sup> Base salary Mark Heine was adjusted per 1 April 2022 with 5.3% to EUR 695,000.

<sup>2</sup> STI 2022 is related to 2022 performance, paid in 2023; STI 2021 is related to 2021 performance, paid in 2022.

<sup>3</sup> The LTI incentive refers to the IFRS 2 expense as included in the financial statements. The vesting value of the LTI (29,203 shares) in 2022 for Mark Heine amounted to EUR 243,845.

### Other benefits

The additional benefits, i.e. company car and health and accident insurance, remained unchanged in 2022.

## INTERNAL PAY RATIO AND 5-YEAR ANALYSIS

### Pay ratios

In designing the remuneration policy, the pay ratios within Fugro are taken into consideration. An external consultant assisted in developing an approach to review pay ratios and, more specifically, the pay ratio between the CEO and the average of the employees for the relevant year. Based on the value of the actual long-term incentive awarded to the CEO in 2022 and the STI pay-out for 2022, the ratio amounted to 26 (2021: 32), implying that the CEO pay was 26 times the average pay within the organisation. The average pay takes into account all employee costs, i.e. salaries, variable pay, pensions and other benefits. Based on the expected value of the CEO's long-term incentive at target vesting, the pay ratio would have been 27 (2021: 29). The remuneration committee considers these pay ratios acceptable, also in view of market practices for companies comparable to Fugro.

### 5-year analysis

In 2018, Fugro adjusted salaries at slightly below market movement and in 2019 had a regular salary review. In 2020, the salary review was cancelled and in 2021 limited due to the pandemic. The Executive Leadership Team took a voluntary 10% pay-cut in 2020 that was restored per January 2021. In April 2022 Fugro had a regular salary review and decided on an additional increase for all employees excluding the Board of Management of 4% per 1 November 2022. In April 2022 the CEO base salary was adjusted. The table shows the overall remuneration for five years compared to personnel expenses and company performance.

### Five year remuneration Board of Management compared to company performance<sup>1</sup>

		2022	2021	2020	2019	2018
M.R.F. Heine <sup>2</sup>	Remuneration	1,226,817	1,203,979	962,144	1,076,280	760,011
	Remuneration including LTI (IFRS)	1,855,986	2,061,144	1,343,737	1,458,821	1,021,061
	% change	(10%)	53%	(8%)	43%	63%
	Remuneration including LTI (vesting)	1,470,662	1,302,315	997,710	1,076,280	760,011
	% change	13%	31%	(7%)	42%	21%
B.P.E. Geelen <sup>3</sup>	Remuneration	917,760	624,693			
	Including LTI (IFRS)	1,239,968	725,507			
	% change	47%				
P.A.H. Verhagen <sup>4</sup>	Remuneration		206,575	771,514	857,345	765,067
	Including LTI (IFRS)		466,779	1,057,655	1,224,144	1,054,035
Adjusted EBITDA	Actual	230	176	162	184.9	120.4
Personnel expenses per FTE <sup>5</sup>	Actual	70,801	64,383	64,820	66,342	60,961
	% change	10%	(1%)	(2%)	9%	(3%)

<sup>1</sup> Remuneration includes base salary, short term incentive, long term incentive, pension and pension contribution.

<sup>2</sup> Appointed CEO in October 2018.

<sup>3</sup> Appointed CFO at AGM 2021

<sup>4</sup> Reappointed CFO at AGM 2018.

<sup>5</sup> Personnel expenses include all salary costs, bonus, LTI plans, social security and retirement contributions.

### Terms of appointment of the members of the Board of Management

When members of the Board of Management are nominated for (re)appointment, it is for a maximum period of four years. Members of the Board of Management deliver their services under a management services contract.

For termination of contract, a three months' notice period is applicable for both Fugro and the members of the Board of Management. The current appointment of Mark Heine (CEO) expires at the AGM 2023.

### Severance pay

Severance payment is limited to one year's fixed base salary and is in principle applicable in the event of termination or annulment of the services agreement, unless this is for cause. No severance payment will apply if the agreement is terminated at the initiative of the member of the Board of Management. Severance payment is also applicable when the termination is justified by such change of circumstances that the members of the Board of Management cannot reasonably be expected to continue the performance of their function/ services as a statutory director of Fugro. This may be the case, for example, if Fugro is liquidated, is merged with or taken over by a third party, is subject to



an important reorganisation or to a major change of policy.

In 2022, no severance payments were committed to (former) members of the Board of Management.

### Remuneration Board of Management per 2023

The remuneration policy was evaluated by the remuneration committee at the beginning of 2020 and adjusted based on the Shareholders' Rights Directive which was implemented into Dutch law per 1 December 2019. The remuneration committee concluded that the policy still supports Fugro's strategy and company objectives. It is also considered to be well aligned with the external environment in which the company operates as well as with all applicable rules, regulations and best practices. The committee is aware of the public debate surrounding the topic of remuneration, including the increasing relevance and importance of ESG performance, internal pay differentials, and it strives for broad stakeholder support.

In line with the Shareholders' Rights Directive, the remuneration policy for the Board of Management, was submitted for shareholder approval on 30 April 2020 and adopted accordingly. The remuneration committee will regularly evaluate remuneration of the Board of Management to check on market conformity. The remuneration of the Board of Management in 2023 will be based on the remuneration policy as adopted by the AGM in 2020.

The metrics that will be used for the financial targets and their relative weight for the short-term incentive plan 2023 are as follows:

- Adjusted EBIT margin, weight 35%
- Net working capital as % of revenue, weight 20%
- Free cash flow proxy, weight 20%

- In addition, personal targets for 2023 were set in line with Fugro's key focus areas: health safety & environment, people, commercial and operational excellence.

In 2023 the criteria for the long-term incentive grants are in line with the policy and as follows:

- Total shareholder return (TSR): 37.5%
- Return on capital employed (ROCE): 37.5%
- Strategic (ESG) target: 25%.

The strategic ESG targets for the vesting year 2023 – 2025 are linked to the company's sustainability-linked financing framework and relates to vessel emission intensity, usage of renewable energy and gender diversity.

In 2022, the Supervisory Board started to evaluate the Board of Management remuneration policy. The TSR and labour market reference groups has been reviewed and other companies were considered to be added for the future or when a possible replacement is needed. Since Boskalis needs to be replaced due to delisting, Sweco has been selected as the company to complete the TSR group for 2023. The labour market reference group will be further reviewed in 2023, and the new policy will be submitted to the AGM in 2024.

### Remuneration Supervisory Board

#### Remuneration policy for the Supervisory Board

On the basis of the revised Shareholders' Rights Directive, the remuneration policy for the Supervisory Board was adopted by the AGM of 2020. The Supervisory Board draws up the Supervisory Board remuneration policy based on advice from its remuneration committee.

The Supervisory Board remuneration policy is geared to attract and retain members that contribute to the desired composition with regard to expertise, experience, diversity and independence, as set out in the profile of the Supervisory Board. The policy aims to reward Supervisory Board members for the time spent and the responsibilities of their role, including but not limited to the responsibilities imposed by the Dutch Civil Code, Dutch Corporate Governance Code and the articles of association.

The remuneration for Supervisory Board members consists of the following elements:

- a fixed remuneration and a committee fee, which varies for the chair, vice-chair and members, to reflect the time spent and the responsibilities of the role
- an attendance allowance per meeting held outside the country of residence, to compensate for additional time spent to attend meetings
- a reimbursement for actual costs in the performance of the duties for Fugro.

The impact and responsibility of the various committees is deemed to be comparable, therefore there is no difference in committee fees. For remuneration purposes, the remuneration committee and the nomination committee are considered a combined committee.

The remuneration committee uses external benchmark information to assess market comparability of the remuneration. Remuneration levels are aimed at the median of Dutch listed companies with a two-tier board structure comparable in size and scope. For the past 11 years the remuneration level did not change.

### Remuneration Supervisory Board

Fixed remuneration per year	<ul style="list-style-type: none"> <li>▪ Chair EUR 70,000</li> <li>▪ Vice-chair EUR 55,000</li> <li>▪ Member EUR 50,000</li> </ul>
Committee fee per year	<ul style="list-style-type: none"> <li>▪ Chair EUR 10,000</li> <li>▪ Member EUR 8,000</li> </ul>
Attendance allowance for meetings outside country of residence	<ul style="list-style-type: none"> <li>▪ EUR 5,000 per meeting</li> </ul>
Expenses	<ul style="list-style-type: none"> <li>▪ Reimbursement of actual incurred costs</li> </ul>

The remuneration is not dependent on the results of Fugro. Members of the Supervisory Board will not be awarded remuneration in the form of shares and/or rights to shares. In addition, Fugro does not grant loans, advance payments, guarantees, shares or rights to shares.

In exceptional circumstances the Supervisory Board may decide to temporarily deviate from its remuneration policy based on a proposal of its remuneration committee. The derogations can concern increasing remuneration and/or committee fees in case a significant increase in time investment by its members is necessary to serve the long-term interests and sustainability of the company as a whole, or to assure its viability, e.g. in case someone is asked to act as delegated member of the Supervisory Board. In such a case the additional remuneration will be EUR 1,500 per half-day.

### Remuneration Supervisory Board 2022

(x EUR)	Fixed fee	Membership committee	Attendance allowance	Total
Sj.S. Vollebregt (chairman per AGM 2021)	70,000	10,000	5,000	85,000
P.H.M. Hofsté (vice-chair per May 2020)	55,000	10,000	5,000	70,000
A.J. Campo	50,000	8,000	40,000	98,000
R. Mobed <sup>1</sup>	50,000	12,000	35,000	97,000
A.H. Montijn	50,000	10,000	5,000	65,000
M.J.C. de Jong <sup>2</sup>	50,000	13,000	5,000	68,000

<sup>1</sup> As from mid 2022, member of two committees

<sup>2</sup> As from mid 2022, chair of the technology committee was added

### Ownership Fugro shares (per December 2022)

Sj.S. Vollebregt	20,000
R. Mobed	6,245
M.J.C. de Jong	35,000

### Remuneration Supervisory Board per 2023

A new remuneration policy for the Supervisory Board will be sent to the AGM 2023 for approval. The policy and remuneration have not been adjusted since 2011, although the workload has increased considerably.

Therefore, the following changes are proposed:

- Alignment with other Boards of the fixed remuneration for the Board members
- The introduction of a market aligned fee for the chair of the audit committee
- Renaming of the attendance allowance to travel allowance since that is the purpose of the allowance payment. In addition, Fugro intends to introduce an intermediate travel allowance of EUR 2,500 for travel to Board meetings within the continent (outside of the Benelux).

Fugro met with several stakeholders to receive their input on this new policy. These stakeholders were supportive to the proposed changes and their recommendations were considered.

Leidschendam, 10 March 2023

On behalf of the remuneration committee

*Anja Montijn, Chair*