

## Press Release

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Leidschendam, 19 February 2020

### Fugro announces the launch of a capital increase by means of accelerated bookbuild offering

**Fugro N.V. (AMS: FUR), hereinafter the "Company" or "Fugro", announces the launch of a capital increase via an accelerated bookbuild offering (the "Offering") of up to 8,350,000 new depositary receipts (the "New Depositary Receipts") of new ordinary shares (the "New Shares"), representing up to approximately 10% of the Company's issued share capital.**

The Company intends to use the net proceeds of the Offering in the refinancing of its capital structure as announced on 19 February 2020 as well as for general corporate purposes.

The New Shares underlying the New Depositary Receipts will be issued without pre-emptive rights for existing shareholders and the New Depositary Receipts will be offered exclusively to qualified investors in the European Economic Area ("EEA"), in the United States in reliance on an exemption from the registration requirements of the U.S. Securities Act of 1933, as amended (the "Securities Act"), to investors in Canada in the Provinces of Ontario, Quebec, Alberta or British Columbia who qualify both as accredited investors and permitted clients under applicable Canadian securities laws and to certain qualified investors in other jurisdictions.

The bookbuilding procedure will commence with immediate effect. The final number of New Depositary Receipts and the issue price will be announced by the Company as soon as possible after closing of the bookbuilding in a subsequent press release which is expected to be published before markets open on Euronext Amsterdam on 20 February 2020, subject to acceleration.

In relation to the Offering, the Company is subject to a market customary lock-up period ending 90 calendar days after the issue date, subject to customary exceptions and waivable by the Joint Global Coordinators (as defined below).

Settlement and admission to listing and trading of the New Depositary Receipts on Euronext Amsterdam are expected to take place on 21 February 2020.

Coöperatieve Rabobank U.A. in cooperation with Kepler Cheuvreux and ING Bank N.V. are acting as Joint Global Coordinators and Joint Bookrunners (the "Joint Global Coordinators") in the Offering.

## Repurchase of convertible bonds

The Company has also announced today that it has launched a repurchase of any and all of its EUR 190 million 4.00% Subordinated Convertible Bonds due 2021 (the "Bond Buyback"). Bondholders that participate in the Bond Buyback may place an order to subscribe for New Depositary Receipts. Bondholders who wish to be allocated New Depositary Receipts in the Equity Placing are invited to approach their usual contacts at the Joint Global Coordinators as soon as practicable today in order to place an order to subscribe for New Depositary Receipts. Any such bondholders are expected to receive preferential allocations in the Offering.

## For more information please contact

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## About Fugro

Fugro is the world's leading Geo-data specialist, collecting and analysing comprehensive information about the Earth and the structures built upon it. Adopting an integrated approach that incorporates acquisition and analysis of Geo-data and related advice, Fugro provides solutions. With expertise in site characterisation and asset integrity, clients are supported in the safe, sustainable and efficient design, construction and operation of their assets throughout the full lifecycle.

Employing approximately 10,000 talented people in 65 countries, Fugro serves clients around the globe, predominantly in the energy and infrastructure industries, both offshore and onshore. In 2019, revenue amounted to EUR 1.6 billion. The company is listed on Euronext Amsterdam.

## Regulated Information

This press release contains information that qualifies or may qualify as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

Solely for the purposes of the product governance requirements contained within: (A) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (B) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MIFID II; and (C) local implementing measures (together, the "MIFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the product governance requirements) may otherwise have with respect thereto, the Securities (as defined below) in Fugro have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Securities in Fugro may decline and investors could lose all or part of their investment; the Securities in Fugro offer no guaranteed income and no capital protection; and an investment in the



Securities in Fugro is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Securities in Fugro.

Each distributor is responsible for undertaking its own target market assessment in respect of the Securities in Fugro and determining appropriate distribution channels.

### **Cautionary Statement**

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America (the "United States"). This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or pursuant to an applicable exemption from registration. No public offering of securities is being or will be made in the United States.

These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for New Shares, Depositary Receipts, and/or ordinary shares in the share capital of Fugro (such New Shares, Depositary Receipts, and/or ordinary shares, the "Securities") in the United States or in any other jurisdiction. No offer to sell or subscribe for Securities, or announcement of a forthcoming offer to sell or subscribe for Securities, or solicitation of any offer to buy or subscribe for Securities, or announcement of a forthcoming solicitation of any offer to buy or subscribe for, Securities will be made in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in jurisdictions may be similarly restricted. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the security laws of any such jurisdiction.

Neither this press release nor any copy of it may be taken or transmitted, directly or indirectly, into the United States, Australia, Canada or Japan. This press release does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore. The release, publication or distribution of the information contained in this press release and other information in connection with the Offering may, in certain jurisdictions, be restricted by law. Persons into whose possession this press release or any document or other information referred to

herein comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Company has not authorized any offer to the public of Securities in any Member State of the European Economic Area. With respect to any Member State of the European Economic Area, no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Member State. As a result, the Securities may only be offered in Member States: (i) to any legal entity which is a "qualified investor" as defined in the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation.

For the purpose of the foregoing paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Securities and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and amendments thereto.

Any investor will be deemed to have represented and agreed that any Securities acquired by it in the contemplated offering of Securities have not been acquired on behalf of persons other than such investor. This announcement is not an advertisement within the meaning of the Prospectus Regulation and does not constitute a prospectus.

In the United Kingdom, this press release and any other materials in relation to the Securities is only being distributed to, and is only directed at, and any investment or investment activity to which this press release relates is available only to, and will be engaged in only with, persons who are "qualified investors" (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 ("Financial Promotion") Order 2005 (the "Order"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it. No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of these materials or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

No Securities may be offered, sold or advertised directly or indirectly into or in Switzerland, except in a manner that will not result in a public offering within the meaning of Article 652a or 1156 of the Swiss Code of Obligations. Neither this press release nor any other offering or marketing materials relating to the Securities have been prepared with regard to the disclosure standards for prospectuses under Article 652a or 1156 of the Swiss Code of Obligations, the listing rules of SIX Swiss Exchange or similar rules of other Swiss trading venues, and therefore do not constitute a prospectus within the meaning of Article 652a or 1156 of the Swiss Code of Obligations, the listing rules of SIX Swiss Exchange or similar rules of other Swiss trading venues. Neither this press release nor any other materials relating to the Securities may be distributed, published or otherwise made available in Switzerland except in a manner that will not constitute a public offering of the Securities into or in Switzerland. Neither this press release nor any other offering or marketing material relating to the offering, the Company or the Securities has been or will be filed with or approved by any Swiss regulatory authority. In particular, the offer of Securities will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA), and the



offer of Securities has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes (the CISA).

The Securities have not been and will not be qualified for sale to the public by prospectus under applicable Canadian securities laws and, accordingly, any sale of the Securities in Canada will only be made on a basis which is exempt from the prospectus requirements of Canadian securities laws.

No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

### **Forward-Looking Statements**

This press release may include "forward-looking statements" within the meaning of the securities laws of certain applicable jurisdictions. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the words "believes," "could," "estimates," "anticipates," "expects," "intends," "may," "will," "plans," "continue," "ongoing," "potential," "predict," "project," "target," "seek," "should" or "would" or, in each case, their negative or other variations or comparable terminology or by discussions of strategies, plans, objectives, targets, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. Any forward-looking statements used herein are based on a number of assumptions and estimates and are subject to known and unknown risks, uncertainties and other factors that may or may not occur in the future. As such, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, including our financial condition and liquidity and the development of the industry in which we operate, may differ materially from those expressed or implied by our forward-looking statements.