M I N U T E S

of the general meeting of shareholders of SBM Offshore N.V. held on Friday 19 May 2006 in Rotterdam.

In the meeting 99 shareholders were present and/or represented, who could vote for 4.636.925 votes, which is 13,46 % of the issued share capital. All members of the Supervisory Board and of the Board of Management were present, as was the external auditor.

(As the minutes will be placed on the website and the majority of the shareholders are English speaking, these minutes have been drawn up in the English language.)

1. Opening

The chairman, Mr. H.C. Rothermund, opens the meeting and welcomes those who are present.

He appoints Mr. R.A.F. van der Wal as secretary, who will make the minutes of this meeting. The minutes will be sent within three months after the meeting to those who have expressed their wish to receive them, after which these persons may during three more months make remarks known. After that they will be adopted and signed. Extracts of the decisions taken may be made public before adoption of the minutes.

The meeting has been convened by placing an invitation on the website of the company and subsequently an advertisement in

- Het Financieele Dagblad and
- De Officieele Prijscourant of Euronext Amsterdam.

Before starting with the further items on the agenda, the chairman makes two remarks. The first regards corporate governance. He states that the company is doing its best to give a real meaning to corporate governance, which is more than just following rules or best practices. Corporate governance has to become a basic way of thinking and therefore of acting. The company will also look into possible effects of Sarbanes-Oxley, given the large number of American shareholders.

The remuneration of the members of the Supervisory Board has been placed on the agenda because there were indications –which were later confirmed by an independent investigation- that the remuneration was far below the European average, being approximately € 63,500. In percentage terms the proposed raise is high, but the Supervisory Board feels that a lesser amount would make it difficult to make new appointments to the Supervisory Board of SBM Offshore of persons of the level that is desirable. The decision to put this proposal on the agenda was not taken lightly.

2. a. Report of the Managing Directors on the financial year 2005;
b. Report of the Supervisory Board;
c. Adoption of the Financial Statements 2005.

The CEO, Mr. Keller, gives a presentation as an introduction to the subject. The text of this presentation is an annex to these minutes.

Mr. Boissevain (representative of VEB and through VEB of approximately 160 shareholders who have given a proxy to VEB) states that the result in 2005 was partly due to an extraordinary profit, caused by the sale of the Serpentina. He suggests to report more clearly on extraordinary profits caused by exceptional events such as the sale of the Serpentina.
For SBM Offshore the main competitor in the field of FPSOs is the Japanese company Modec. He asks if SBM Offshore sees new firms in China and Korea as future competitors. Does the new establishment in Kuala Lumpur give SBM Offshore a foothold to address the upcoming competition?
Maersk is mentioned as a minor competitor, but Maersk also places orders with SBM Offshore.
The paragraph on risk management is very instructive, but it is unclear about problems that have been encountered and the way they have been solved.
He asks about the lease-activities in proportion to other activities and what development in this proportion is foreseen. Is there always a split between the bare boat charter and the operating contract, as was the case with Serpentina?

He asks whether the Board considers a solvency percentage of 27 adequate or low.

Mr. Keller states that most of the lease and operating contracts offer clients a purchase option. Exxon Mobil decided to buy the Serpentina in view of the foreseen long period (20-25 years) during which it would be needed. Lease for such a long period was not attractive. It cannot be excluded that this will happen again but in principle it will remain an exceptional event.
SBM Offshore has been in direct competition with a Korean firm on the last large FPSO for Chevron and SBM has won this competition because it offered a more cost-effective solution. This has given confidence for the future, because the clients are apparently willing to look not only at the cost. In the future the Chinese competitors will also enter into the oil and gas business, but for the time-being they do not export their technology and have several years of learning ahead. To keep ahead of the competition, it is the strategy of SBM Offshore to concentrate on new technology and new markets.
The Kuala Lumpur establishment has not been initiated to fight the competition, but to create a strong presence in a region where SBM Offshore has many activities and where there is a large reservoir of human resources.
Maersk is a conglomerate and is in fact partly competitor, partly a client and in some cases even a partner.
SBM Offshore tries to find a good balance between the revenues on lease- and turnkey activities. The company does not lease without operating but may go on operating when a lease is terminated. There are often separate contracts for these operating services.

Mr. Miles explains that risk management with SBM Offshore is mainly a question of effective project management, managing long term execution and capital intensive construction projects. SBM Offshore does have a strong balance sheet. The company is judged particularly in terms of its ability to repay debt from cash flows. That is the basis for the principal banking covenant of SBM Offshore. SBM Offshore is more than 50% within this banking covenant, which means that there is plenty of capacity to finance the growth of the lease portfolio.

Mr. Velseboer states that there are apparently more gas than oil reserves in the world. How does SBM Offshore deal with the chances for exploration of gas?

Mr. Keller replies that the gas business represents the future and is therefore of strategic importance. SBM Offshore has created a separate division for gas business. The first step will be to provide facilities and services to receive, store and revaporize gas, called FSRU (Floating Storage and Regassification Unit). The second step will be floating facilities to provide the liquefaction service. Earlier it was thought that the new technology would lead to business in eight to ten years from now but this might be earlier. The Board of Management is actively preparing the company to play a role in the gas business with technology and services and with a role in the supply chain.

Mr. Van der Plas asks about the view on the order portfolio, presently being € 6 billion. What is the target?
He considers the equity of almost 100% too high and asks whether a stock buy back is being considered.
He asks whether results could be specified per business unit or whether this is not done for competitive considerations.
Are there any subjects the Board of Management is not satisfied with.

Mr. Miles replies that the ambition of SBM is to win at least 2 FPSO lease contracts per year, meaning an investment of around $ 700 mln. per year. The present equity is needed to finance future growth. The sale of the Serpentina has provided the company with more room for financing the expansion than was the case during 2005.

Stock buyback is not currently being considered, given the fact that contract awards are big and where timing is unpredictable. The company can react more quickly if it does not first have to expand its equity to finance future growth.
In the annual report the results are disclosed in two segments, being the lease and operate business and the turnkey sales business. This is more meaningful than a split per individual business unit, as different business units are often working jointly on the same contract.

As to subjects the Board is not satisfied with, Mr. Keller states that the Board of Management is not too happy with the present market, where there is right now an enormous growth in demand.

As a result of the turbulence in the market, some peers of SBM Offshore have been obliged to give profit warnings. SBM Offshore considers the risk management system and the controls and procedures in the present market as being vitally important to ensure proper results.

Mrs. Dijkstra (representative of VBDO) is pleased with the improvement SBM Offshore has made on transparency of sustainability, both in the Annual Report and on the website.
She asks to place the sustainability matrix, which is presently placed on the website, in the Annual Report.
Is SBM willing to report on certain specific subjects, such as sickness leave, environmental issues etc.? To select the important issues she offers the help of VBDO.
The Code of Conduct dates from 2000 and she asks when it will be updated.
She asks whether SBM expects its subcontractors and suppliers to abide by the Code and how this is checked. Has SBM Offshore terminated contracts with subcontractors and suppliers because they did not abide by the Code?
What are the results of the SA8000 audit in Myanmar?
Does the risk management structure also include risks of liability and reputation damage?; is there contact with stakeholders to reduce these risks?
Do sustainability subjects provide chances, such as wind energy and hydrogen technology?
Is SBM Offshore trying to be included in the Dow Jones sustainability index.

Mr. Keller states that the company will consider to add a summary of the sustainability matrix to the Annual Report.
SBM Offshore is extremely focussed on safety and environment, partly due to very high standards that are required by clients. Sustainability, safety and protection of the environment are part of the daily business, although this is sometimes hard to put down in writing.
The sickness leave percentage with SBM Offshore is 1.8%, which is very low.
A Code of Conduct should not be frequently or easily changed and a lifecycle of six years is not extraordinary. The Code will be revised, but major changes are not expected.
The company has never had to terminate a contract because a subcontractor was not abiding by the Code of Conduct.

Mr. Blanchelande states that in Myanmar the SA8000 standard is being followed. SBM Offshore checks twice a year whether criteria on forced labour are being met, which means that people working for SBM Offshore and its suppliers, are indeed being paid and that the money reaches their personal account. Sometimes SBM Offshore changes suppliers because these criteria are not fulfilled. Also the norm on child labour is checked twice a year. SA8000 has been applicable in Myanmar for four years now and in the long term it will be implemented for SBM Offshore worldwide.

Mr. Van der Zee points out that sustainability is also a subject looked into as part of design activities. Much attention is being paid to fuel efficiency. Also solutions are being found and implemented to minimize the impact on the environment, such as warming LNG using air instead of water. SBM Offshore is not active in hydrogen technology at this moment.

Mr. Keller states that with respect to the sustainability index there may be still room for improvement. The chairman states that the offer of VBDO to help with identifying the most important issues for sustainability will be followed-up.

Mr. Boom asks whether the tax losses of 42 mln. will be recovered in the near future, since of this amount 30 mln. has not been activated.

Mr. Miles replies that the deferred tax position consists of tax losses that have been built up both in The Netherlands due to losses in the (former Dutch shipyards) and in the U.S.A. (Atlantia). Their valuation depends on when and how they may be used. SBM Offshore has always been prudent in valuation and continues to do so, also with the deferred tax position. Tax losses are not valued as assets if there is any uncertainty as to their future use.

As there are no more questions the chairman proposes to accept the report of the Managing Directors on the financial year 2005 and the report of the Supervisory Board, which are non-voting items.

He further proposes to adopt the financial statements 2005.

There are no votes against the proposal and 84.690 abstentions, upon which the chairman concludes that the proposal has been adopted.

The Supervisory Board thanks both the Board of Management and the other employees of the company for the work that has been done in 2005.

3. Dividend proposal based on profit 2005.

The proposal has been specified in the notes to the agenda.

There are no questions.

The chairman puts the proposal to the vote. There are no votes against the proposal and no abstentions, upon which the chairman concludes that the proposal has been adopted.

4. Discharge of

a. Managing Directors for their conduct of the business in 2005;

b. members of the Supervisory Board for their supervision in 2005.

The chairman points out that these are two separate proposals. If discharge is being given, this is done on the basis of what has been stated in the financial statements, the report of the Managing Directors, the report of the Supervisory Board and the explanation that has been given in this meeting.

He first puts 4.a to the vote. There are 7.660 votes against the proposal and 11.600 abstentions, upon which the chairman concludes that this proposal has been adopted.

Further he puts 4.b. to the vote. There are 7.660 votes against the proposal and 11.600 abstentions, upon which the chairman concludes that this proposal has been adopted.

5. Corporate Governance.

The chairman refers to the annual report in which a separate section has been devoted to corporate governance. In this section the corporate governance structure has been explained as has been the viewpoint of the company on the principles and best practice provisions of the Dutch corporate governance code. The company complies with the best practice provisions.

There are no questions, and as this is a non voting item, there is no vote.

6.a Reappointment of a member of the Supervisory Board;

It is proposed to reappoint Mr. R.H. Matzke as a member of the Supervisory Board for a period of four years. The full proposal has been laid down in the notes to the agenda.

There are no questions.

The chairman puts the proposal to the vote. There are 34.400 votes against the proposal and no abstentions, upon which the chairman concludes that Mr. Matzke has been reappointed.

6.b Retirement of vice-chairman of the Supervisory Board

As has been explained in the notes to the agenda, Mr. Jacobs will step down from the Supervisory Board, where it is also explained how the duties of Mr. Jacobs will be divided amongst the other members of the Supervisory Board. The Supervisory Board thanks Mr. Jacobs most kindly for all he has done for the company.

There are no questions, and as this is a non voting item, there is no vote.

7. Remuneration of the members of the Supervisory Board

This proposal has been explained in the notes to the agenda. There are no questions.

The chairman puts the proposal to the vote. There are 5.993 votes against the proposal and no abstentions, upon which the chairman concludes that the proposal has been adopted by the meeting.

8. Change of the Articles of Association (to split shares in a four to one ratio)

It is proposed to split the shares in a four to one ratio. In order to do this, it is necessary to change the Articles of Association. At the same time the paragraphs concerning the possibility of dematerialisation of the shares will be removed. An explanation has been given in the notes to the agenda.

There are no questions.

The chairman puts the proposal to the vote. There are no votes against the proposal and no abstentions, upon which the chairman concludes that the proposal has been adopted by the meeting.

9. Authorisation to redeem own shares.

Pursuant to Article 7 clause 1 of the Articles of Association, the Managing Directors may, if authorised by the General Meeting of Shareholders and the Supervisory Board, cause the Company to acquire up to a maximum of ten percent of fully paid shares in its own capital.

It is proposed to authorise the Managing Directors in this respect up to a maximum of ten percent of the fully paid ordinary shares. This authorisation applies to the maximum period of eighteen months as from today, provided that the price per share will not exceed 110% of the highest price on the stock exchange of Euronext Amsterdam on the trading day prior to the day on which the purchase is made and will not be less than € 0.01. For preferential shares the price will be equal to the nominal value.

There are no questions.

The chairman puts the proposal to the vote. There are 58.539 votes against the proposal and 11.600 abstentions, upon which the chairman concludes that the proposal has been adopted by the meeting.

10. Authorisation

a. to issue new ordinary shares;

b. to restrict or withdraw the preferential right of shareholders when new ordinary shares are issued.

Pursuant to Article 4 clause 1 and Article 6 clause 6 of the Articles of Association, the General Meeting of Shareholders can confer on the Managing Directors the authority to issue ordinary shares or preference shares, to extend the right to acquire shares and to restrict or withdraw preferential rights of the shareholders in respect of ordinary shares, for a period up to five years, and subject to the approval of the Supervisory Board.

It is proposed

a. to confer the authority on the Managing Directors for a period of eighteen months as from today, and subject to the approval of the Supervisory Board to issue ordinary shares and to extend the right to acquire ordinary shares, up to ten percent of the total of outstanding ordinary shares at that time;

b. to confer the authority on the Managing Directors for a period of eighteen months as from today, and subject to the approval of the Supervisory Board to restrict or withdraw preferential rights of the shareholders in respect of ordinary shares when new ordinary shares are issued.

Mr. Velseboer asks if this proposal concerns old or new (split-up) shares.

Mr. Jacobs answers that this is not relevant as it concerns a percentage of the shares and is not related to the value of the shares.

The chairman puts both proposals to the vote.
On 10 a. there are 21.288 votes against the proposal and no abstentions, upon which the chairman concludes that the proposal has been adopted by the meeting.

On 10 b. there are 186.235 votes against the proposal and no abstentions, upon which the chairman concludes that the proposal has been adopted by the meeting.

11. Any other business.

Mr. Boissevain states that Mr. Jacobs has retired from the Supervisory Board, but there was no proposal for appointment of a new member of the Board. He asks if this means that the Board will from now on consist of 5 members or that a successor will be proposed next year.

The chairman answers that last year one extra member was appointed on the Board and that the Board is now back to the normal size of 5 members.

Mr. Van Leeuwen asks why the appointment or reappointment of the external auditor is not on the agenda.

Mr. Miles answers that one of the best practises of the Tabaksblat code is to (re)appoint the accountant every 4 years, and SBM Offshore will follow that best practise. The item will be on the agenda next year.

Mr. Van Leeuwen asks what will be the basis to decide whether or not to reappoint the present auditor.

Mr. Jacobs answers that the audit committee has discussed the (re)appointment of the auditor, and has come to the conclusion that SBM Offshore is generally satisfied with the auditor, although there are some minor areas for improvement which will be monitored in 2006.

12. Closure.

There being no other business, the chairman thanks those present for coming to the meeting and for their contribution and closes the meeting.

H.C. Rothermund chairman	R.A.F. van der Wal secretary