

MINUTES
of the Annual General Meeting of Shareholders of SBM Offshore N.V. (the "Company"),
held on 14 April 2010 in the Hilton Hotel in Rotterdam

49 shareholders were either present or represented at the meeting. In total, they represent a share capital of 58,481,088 ordinary shares. On a total of 164,474,980 issued ordinary shares that is 35.5% of the total issued share capital.

1. Opening

The Chairman opened the meeting and welcomed those present to the general meeting of shareholders of the Company.

The Chairman also welcomed all the shareholders or their representatives who did not speak Dutch, and commented that as a Dutch listed AEX company the meeting would be conducted in Dutch. He furthermore informed the meeting that questions could be asked in English and would be answered in either Dutch or English, depending on the member of the Board of Management or the Supervisory Board answering the question. Simultaneous translation facilities were available, enabling everyone to follow the meeting in either English or Dutch, but the chairman from this point on continued the meeting in Dutch.

The Chairman indicated that as chairman of the Supervisory Board he had the pleasure of chairing this annual general meeting of SBM. He stated that seated at the table were the members of the Management Board, the other members of the Board of Management and the members of the Supervisory Board, as well as the secretary of the Company. The Chairman noted that Mr. Verwilghen would act as the meeting's secretary. He furthermore stated that Mr Martin van Olffen, civil law notary at De Brauw Blackstone Westbroek, would take the minutes of the meeting.

The Chairman noted that there would be an audio recording of the meeting to facilitate taking the minutes. Simultaneous translation from and to English was also available. In accordance with the resolution of the general meeting of shareholders the Company had adopted English as the only official language for external communications. This meant that the entire annual report is published in English. The language spoken at the meeting would where possible be Dutch. The CEO of the Company, Mr Mace, would give his speech in English. Questions posed to the members of the Board of Management would also be answered in English, with a simultaneous translation into Dutch. The Chairman informed the meeting that, as was the case last year, the electronic voting facility would be used for those agenda items that required voting. An explanation on the use of this facility would be given before voting.

The Chairman informed the meeting that the notice convening the meeting and the agenda with annexes had been published on 19 March 2010 in Het Financieele Dagblad, on Securities Info and on the Company's website. The agenda and annual report with the 2009 annual accounts had been made available for inspection, and copies had been made available at no cost, at the Company's offices and at the offices of the Royal Bank of Scotland, and they had been sent at no cost to any shareholder requesting them. These documents had also been made available via the internet, on the Company's website.

The Chairman noted that no requests had been received to place additional items on the agenda from shareholders holding more than 1% of the ordinary shares or from shareholders representing a value in ordinary shares of at least EUR 50,000,000.

The Chairman informed the meeting that, as previously, the Management Board had opted for the possibility of setting a record date. This enabled shareholders to participate in the meeting if they were recorded as shareholder on 24 March 2010 without transfer of their shares having to be restricted until after the end of the meeting. Shareholders had been able to register for the meeting until 8 April 2010 at the latest.

The Chairman informed the meeting that, in accordance with the Corporate Governance Code, the minutes of the last AGM had been placed on the Company's website within three months of the AGM, accompanied by an invitation to submit any comments within three months. This period expired without any comments having been submitted so that the minutes with corrections were adopted. The AGM minutes as adopted were placed on the website. A copy was sent to those shareholders who had requested this.

The Chairman noted that the statutory requirements and articles of association had been complied with and that the meeting could pass valid resolutions concerning all proposals on the agenda. He informed the meeting that the total issued share capital of the Company was EUR 41,118,745, divided into 164,474,980 ordinary shares entitled to the same number of votes.

The Chairman, before proceeding to agenda item 2, drew attention to the following points to allow the meeting to run efficiently.

- (1) Questions would be taken after the explanation of each agenda item. As in previous years, the Chairman requested the representatives of the Dutch Investors' Association (*Vereniging van Effectenbezitters*, VEB), Eumedion and other organisations protecting investors' interests to limit their questions per intervention to give the other shareholders the opportunity to speak.
- (2) The Chairman requested those wishing to ask questions to clearly indicate their intention to do so and, after they have been given the floor, to use the microphones provided. For minute-taking purposes it was important that the shareholder's name and address, and where necessary the organisation represented, was clearly stated.
- (3) Finally, the Chairman asked that mobile phones be switched off.

2. Report of the Management Board relating to the 2009 financial year (information)

The Chairman brought up for discussion the report of the Management Board relating to 2009 (pages 41 and following of the annual report). The CEO, Mr. Mace, gave a presentation on SBM for 2009.

Mr Mace: "Mr. Chairman, ladies and gentlemen, good afternoon. We are pleased to meet with you today to present this summary report on the performance of the Company last year and to describe the current business situation and our expectations for this year and beyond. We have achieved a solid result for 2009 considering the relatively tough situation that existed with some difficult projects in the execution phase and nearly no new orders during the first part of the year. However, the turnkey business is starting to improve with better results being generated by the newer projects and the lease fleet and the services business continue to provide excellent results. The Company was very busy with the execution of several major projects which kept the group companies working at a high level of activity and many of these projects are in fact continuing through for delivery in 2010. The business climate improved during the course of the year with the oil price stabilising at a level allowing oil

companies to start sanctioning new projects. We were successful in obtaining two very important new lease contracts and by the end of the year our order portfolio had reached a new record level. HSSE has a high focus in our daily business and I am pleased to report that our safety record showed continued improvement compared to prior years and was better than the industry average. During the course of the year we have introduced a number of improvement initiatives aimed at increasing the performance of various areas of the Company and hope to see this impact the profitability in the future. In this summary report we will firstly review the closing financial statements and the major operational events in 2009, followed by our expectations for 2010. Finally we will assess the mid to long-term perspectives and describe how we see the market developing.

So looking at the financials for 2009. First of all, the profit for 2009 was USD 230,000,000, a slight increase in comparison to the profit in 2008. In the turnkey systems results, the EBIT margin increased 5% which is a vast improvement compared to 2008, resulting from the newer projects providing significantly better results. But it is not yet at a level we aim to be in the future. Turnkey services showed a lower level of activity than in 2008, but with very good margins.

The lease-and-operate segment result reduced from the 2008 level, as we had to take an impairment charge on one of the leased projects under construction, being the MOPUstor for Talisman, as well as a cost to lay up some tankers which we hold in inventory for future projects. These tankers had been operating in prior years, but this became unsustainable with the downturn in the worldwide shipping business in the latter part of 2008 and the vessels had to be put into lay-up incurring cost. Overall the performance of the FPSO/FSO fleet was good and we obtained high bonus levels where these are available on some of these contracts.

Turnover was more or less the same figure as in the prior year and was close to USD 3,000,000,000. Despite the lower order activity in the early part of the year we were successful with the award of two new important lease contracts which contributed to the total new order intake of USD 3,740,000,000 compared to USD 4,365,000,000 in 2008. The total order portfolio at the end of the year reached a new record of USD 10,030,000,000.

We have proposed to pay a dividend of USD 0.67 per share, which reflects a 50% pay-out ratio of net profit. This is less than in 2008 when we decided to implement an extraordinary pay-out ratio. It should be noted that the number of shares has increased by just less than 10% with a successful share issue in November, which has strengthened the Company's balance sheet and provided funds for future investments in our lease business. We have been successful in arranging two significant project loans during the course of the year for two of our lease contracts. These loans were obtained with reasonable conditions despite the difficult financial circumstances which existed earlier in the year.

Moving on to the operational activities for 2009, the lease segment had a very busy year with the following significant developments. An order was received from Noble Energy for a lease contract in Equatorial Guinea for an FPSO for the Aseng oil field for a fifteen-year period. One of the Company's inventory tankers will be used as a basis for this FPSO and the first oil is foreseen in early 2012. The second major lease contract obtained at the end of the year was the relocation of our existing FPSO ESPADARTE to a new field for Petrobras called, Baleia Azul offshore Brazil, on an eighteen-year lease contract. This actually represents the largest contract in monetary value that the Company has ever obtained.

Two new production units started operations during the course of the year. The first was the semi-submersible production platform Thunder Hawk in the Gulf of Mexico for Murphy Oil, and the second was the ESPIRITO SANTO FPSO for Shell offshore Brazil. This FPSO had been installed at the end of 2008. The FPSO CAPIXABA was disconnected from the Golfinho field and sailed back to Singapore for an upgrade prior to starting a new contract on the Cachalote field offshore Brazil for twelve years lease in the second quarter of 2010.

We have started production operations on the FPSO FRADE offshore Brazil where we are operating this FPSO on behalf of our client Chevron for a three-year period. The FPSO was sold to Chevron. Petronas has exercised the purchase option for the MOPU and FSO facilities located in the Caspian Sea off Turkmenistan in the middle of last year at the end of the lease contract and ExxonMobil has terminated the lease contract for the FPSO FALCON which has been redelivered to us. This FPSO, the FALCON, will now be marketed for use on a future lease contract. We have two other production units in the construction phase. These are the MOPUstor platform for Talisman Energy Norge A/S under construction in Abu Dhabi and scheduled for first oil in the third quarter of this year, and the second is the ENCANA DEEP PANUKE production MOPU, also under construction in Abu Dhabi, and due for completion later this year and production start-up in 2011.

The turnkey segment was also very active and we were successful with two important new contracts. These were a framework arrangement with Shell for the supply of Turret Mooring Systems for Shell's floating LNG facilities. Shell has plans to develop a series of floating LNG facilities for which we should be the supplier of the Turret; and secondly, a first front end engineering and design (FEED) study for an LNG FPSO for Petrobras for a gas gathering and liquefaction facility for the pre-salt area off Brazil in the Santos Basin. This engineering study will be conducted during the course of this year and will lead to a tender for a full LNG FPSO next year. On the major turnkey projects currently in progress, we have had a large Turret Mooring system under construction for BP for their SKARV FPSO, which has now been delivered to BP and an FPSO for Woodside Energy for installation in the Cossack field offshore Australia. This project is in the construction phase in Singapore and due for delivery later this year to the client.

The very large FPSO P-57 for Petrobras is also in the construction phase, with the first phase of the work in Singapore now completed, and the vessel currently in transit to Brazil where the remainder of the topsides integration will be completed this year. The delivery of the unit is scheduled at the end of 2010. These three projects, which were commenced in 2008, have been proceeding on schedule and within budget.

Three dynamically positioned semi-submersible drilling units, which were commenced in 2006/2007, have also been under construction and are now due for delivery during the course of 2010. These rigs have suffered from delays due to engineering, with the consequential construction schedule impact and cost increases. Our services business has been very active with offshore marine construction activities, using the two Company owned installation vessels as well as the supply of smaller mooring systems, spare parts and overhauls on existing systems. Other significant events during the course of last year include a revision of the Company's management structure in order to delegate accountability and responsibility for the main Company operations to the different operating unit presidents in the Company. The organisation has been restructured accordingly into seven operating units reporting to the Board of Management. The composition of the Board of Management has recently been modified with the retirement of Mr. Van der Zee at the end of 2009 and the appointment of Mr. Wyllie as Chief Technology Officer. Certain improvement initiatives have also been introduced. These include more robust proposal preparation procedures, strengthened project control procedures, enhanced risk management and an expanded internal assurance system. We have also introduced a more formalised talent management and succession planning process to ensure that competency levels are raised within the Company and that future management positions are secured.

Moving on to the stock performance. Our stock market performance was good, even when taking into account the fact that the share price started from a low level, with a share price increasing by 47% over the year. The performance was 11% above the AEX index. The share transaction turnover was affected by the financial crisis and was lower than in the prior year, being 1.9 Million compared to 3.1 Million in 2008. According to information provided by the largest banks and financial institutions, the shares are mainly in the hands of institutional investors of which the large majority are Anglo-US.

Moving on to the 2010 expectation. We have seen continued high bidding activity for new projects despite the fact that the number of contracts awarded in our business sector during the last year was low compared to prior years. However it is expected that deepwater oil and gas field development will continue to increase in the future. Oil companies have a need to maintain their production levels and therefore we do expect that there will be a gradual release of new oil and gas field development projects during the course of 2010 and beyond. We have recently received the limited go-ahead from Petrobras for a new lease contract for the TUPÍ North East field offshore Brazil and also have been awarded a pre-FEED study for an LNG FPSO project in Indonesia. The Company's main aim and focus are still deep water developments in such areas as Brazil, West Africa, Malaysia and the Gulf of Mexico, and we are starting to see some serious activity related to floating LNG projects. We therefore expect a gradual return of demand during the course of this year and next year and that it is possible that activity will build up to the previously high level seen in the past in the mid term.

We have not given at this stage of the year an overall profit expectation, but have advised that we expect the turnover for 2010 to be in the same range as for 2009, and secondly, that the EBIT margin for the turnkey system segment should be solidly within the range of 5-10%. Turnkey services EBIT margin is expected to be around the lower end of the range 15-20%, slightly down from the prior year as we know that we will have more difficulty in maintaining a good utilization rate of one of our installation vessels. EBIT contribution from the lease- and-operate segment is expected to be below the level of 2009 due to the fact that certain of these contracts were terminated in 2009, coupled with a conservative view on other factors including operating bonuses.

The Company has a solid financial structure which will enable it to operate satisfactorily during the year, and we are confident that our relationship banks will be available to support financing needs of the Company's ongoing projects during the year. The development of new products and technology remains an important part of the Company's strategy, with the main effort being on deepwater floating production, systems for arctic operation, as well as systems for the LNG supply chain. We have ongoing R&D initiatives, investigating wave energy recovery systems. Major development activities include:

- within the deep water systems
 - dry tree semi-submersibles;
 - tension leg platforms;
 - mooring systems and swivels;
 - gravity actuated pipes; and
 - steel catenary risers,
- for LNG productions, storage and transfer systems:
 - floating production for LNG;
 - COOL® floating offloading system;
 - LNG offloading;
 - floating storage and regasification,
- for jack-up and crane technologies:
 - jacking systems and cranes,
- for renewable energy systems:
 - offshore wind turbine installation jack-ups; and
 - wave energy conversion systems.

So in conclusion, we expect the demand for our products and services will remain strong in the medium to long term due to the need of our clients to continue to develop oil and gas reserves. As a consequence, we are developing further innovative technology to meet these challenges. Our medium-term aim is to improve our operating performance with a modest steady growth, and maintaining our market leader position as a service provider to our clients. The Company has gone through a couple of

tough years, but we are convinced that we have a robust business model which will provide attractive returns, to you, our shareholders. Thank you very much.”

The Chairman thanked Mr Mace for this presentation and asked if anyone wished to take the floor.

Mr Van der Helm (*Vereniging van Beleggers voor Duurzame Ontwikkeling* (“VBDO”)) asked as his first question if SBM also intended to apply the quantifiable objectives with regard to people and environment. The second question concerned stakeholder dialogues. Mr Van der Helm asked and requested to consider organising a stakeholder dialogue next year with all parties at the same time. Finally (third question) Mr Van der Helm asked if the Management Board could give some more information about renewable energy.

Mr Mace replied to the first question regarding the quantifiable objectives for people and environment that the target was to ensure that everyone who works for the Company and any of the subcontractors returned home safely every night. This was reflected in the goals expressed in the Company’s health, safety and security charter that aims for zero lost-time incidents. He stated that the goal was to improve on safety performance every year, as it was of course the target to achieve zero incidents, but unfortunately in this business there were always going to be some. He indicated that the aim was to achieve increasingly better performance every year and confirmed there were targets. He added that environmental goals were a bit more difficult to define as the quantity of intentional emissions from the lease FPSOs depends on the growth of the Company which is reflected in the increase of the number of units and the type of specifications and solutions required by the client. However, for the unintentional emissions, especially spills of liquids, the Company’s target was obviously zero uncontained spills and this was what had been achieved. Mr Mace indicated that the Company would focus on disclosing emission targets in a more transparent way in the following year’s report.

Mr Mace replied to the second question regarding the dialogue with stakeholders and social responsibility that the Company did meet with many of the shareholders at conferences and road shows during the course of the year, but corporate social responsibility was rarely actually a topic for discussion. However, he added that the Company did believe it may be beneficial to organise a meeting this year with a special focus on corporate social responsibility if there were sufficient stakeholders interested.

Mr Mace replied to the third question regarding wave energy that the main emphasis was on wave energy recovery. He commented that there currently was no electrical energy being generated from waves, but the World Energy Council estimated that potentially the amount of energy contained in waves was roughly double the amount of electrical power currently being generated throughout the world. The potential is huge. He indicated that if one could find a cost-effective solution the demand for such a product could be quite large. The Company is pursuing what is called a wave energy converter system and is hopefully on track with a design promising a technically and commercially effective solution providing a new source of electrical power generation. This device uses technology and specific experience in the Company which that are very current. It concerns hydrodynamics and with motions of floating bodies in waves. Mr Mace stated that normally one tried of course to restrain bodies that are floating in waves, because one is mooring a vessel. In this case these motions are used effectively to generate mechanical energy from devices that are incorporated into these floating systems and thus converting that mechanical advantage into electrical energy. Mr Mace stated that the Company was pursuing some devices which essentially float in the ocean, which move in the ocean as waves pass by, but these are very sensitive even to very small waves. Over the wide spectrum of waves which such a

device would see, that motion can be converted into electrical power via some devices. He stated that the Company was in a stage at the moment where laboratory testing and some preliminary model based testing was being done. Later this year the aim is to do a more sophisticated model based experiment. The plan is to build a prototype for deployment in the sea environment. **Mr Mace** outlined that the Company was making progress, but still had a long way to go. If it is a cost-effective device, then it could provide an avenue for the Company to develop into a sector with future potential. He indicated that the kind of clients that would be buying these devices were probably different from the normal oil company clients and more likely to be utility companies.

Mr Van der Helm thanked Mr Mace for the extensive reply. He made a small additional comment with regard to the first point about the objectives. With regard to people, for example, he felt it should be possible to determine objectives for diversity in the company. He also feels that CO₂ emissions, which of course dependent on the existing projects could be measured per unit produced. This would mean that the intensity rather than the quantity would be measured.

Mr Van Beuningen (*Eumedion*) asked what the Company was doing to increase the involvement of Dutch shareholders, particularly institutional shareholders, in the Company. He enquired whether an (exit) discussion had taken place with the two shareholders who brought down their stake below 5%, and what the reasons for this had been. Mr Van Beuningen noted that a considerable share issue had taken place at a price of EUR 13 and that this had led to considerable dilution. He asked if more issues were to be expected in the coming period.

Mr Mace confirmed that there had been changes in the shareholding over the last year and that two of the more substantial shareholders have been lost. He indicated that, in the oil services sector of which SBM forms a part, when the oil price dropped to a low level in the end of 2008 or the early part of 2009, some shareholders reviewed their portfolio of holdings and made a decision whether they would move out of the oil services sector altogether. It was not just SBM, but it was other companies in the sector too. They moved their funds elsewhere. **Mr Mace** thought that this was what happened in the case of the two larger shareholders. The Board of Management does spend quite some time on road shows and regularly meets on a one-to-one basis with major shareholders. It also attends a number of investor conferences to present the Company and its performance. He indicated that quite a bit of time was spent with the major shareholders as they could be identified, but not everyone of course could be identified. In terms of dilution it was necessary to raise some equity for the Company to support ongoing growth of the lease business. It was judged that the timing was right in November last year to implement this share issue and raise funds which would then strengthen the balance sheet and allow going ahead with the plans for the foreseeable future and increasing the lease business which after all is an important part of the Company's activity. Mr Mace stated that, despite there being indeed a dilution of about 10% of the share base, the immediate impact on the share price actually was not really evident and the share price had recovered since then.

Mr Schuitemaker asked what the life of the vessels was and whether these vessels could be repaired if, for example, they operated in Mexico and encountered unexpected calamities. He indicated that the ABN Amro report stated that the value of the fund was highly dependent on the USD and asked to what extent it had been possible to hedge this. Finally, he asked to what extent SBM still had any dealings with European or worldwide partners.

The Chairman asked **Mr Mace** to answer this question.

Mr Mace answered that in respect of the floating production facilities based on vessels they were normally designed for either a fifteen-year or twenty-year lifespan and very often nowadays it was the latter. Mr Mace indicated that despite the Company buying an older vessel to convert into a new floating production system, it is meant to have a long lifespan to allow high amortisation during the initial contract. Thereafter the facility can potentially be moved on to a second contract and even a third contract. He stated that the Company did have a long-term view on the sustainability of the leasing business. In comparison with other operating areas, the Gulf of Mexico represents a very severe environment. Of course, the system must be designed in accordance with international codes and standards which do take into account the kind of environment that the platform or the facility will see in its lifetime. Normally speaking, these platforms are designed to stay on location during storms, even though the crew will be evacuated from the platform in the Gulf of Mexico. The system will stay there and if the calculations are right, it will remain safely on location. If there were to be damage, generally speaking, repairs can be carried out on the facilities themselves.

Mr Miles confirmed that indeed the oil and oil services business is very much a USD business. Most of the Company's revenues are in USD. In order to minimise exposures the Company hedges its contracts on currencies and interest rates will immediately upon the award of the contract so that the Company is not exposed to any further variations in the USD/EUR exchange rate and can lock in the result close to the exchange rate at the time of the offer. Also given the significant number of employees paid in Euro, hedging forward is also being performed for the future costs of those staff to ensure protection going forward against any further variations in exchange rates. Mr Miles agreed that the shareholder in respect of the dividend, bears the exchange risk. The USD profit leads to a USD dividend, converted to EUR at the exchange rate of the day of the annual general meeting.

Mr Schuitemaker had a follow-up question with regard to the leasing of vessels, and asked what the reasons of the members of the Management Board were for doing this.

Mr Miles clarified that it was the Company which invests in a ship and leases the facilities to its clients for at least the duration of the contract that is obtained.

Mr Van de Roemer asked about the background of the share issue by SBM in November 2009.

Mr Mace explained that the Company had a long-term objective of increasing the value to shareholders of the Company's business. Funds needed to be raised to be able to generate more business going forward, in particular in the lease business which is a very important part of the business and an expanding business going forward. At a certain point funds needed to be raised. The best way to do this was with a limited share issue. Of course the funds could and would then be used on lucrative business going forward which would then generate better returns to the shareholders.

Mr Van de Roemer said he would have liked to subscribe to the share issue of just under 10% and felt a bit cheated.

The Chairman pointed out that at the shareholders meeting last year the shareholders gave their approval to the Company to issue shares at its discretion up to 10%. The long-term shareholder, in particular, benefited from shares being issued at the right time, given the circumstances on the capital market and the need for future projects. Mr Van de Roemer is a long-term shareholder, and this was very much appreciated. For that reason a moment was chosen that was most opportune for Company.

Mr Jorna (*vereniging van effectenbezitters* (“VEB”)) noted that it was also important to the shareholders that it was done via the accelerated bookbuilding method, which prevented manipulations in the price-setting from occurring. He furthermore mentioned that SBM had not been much affected by the crisis, despite no orders having been booked for nine months. His first question was about that. He asked if the nine-month gap would recur in the future if orders that were obtained could be delivered in an expedited manner, so that the production could keep its normal pace. Mr Jorna’s second question concerned lease contracts. The Company’s aim was for the lease element to take up a larger part of the turnover. He asked how this aim was to be achieved and what the customer’s motivation would be to lease instead of purchase. His third question related to orders. In 2009, SBM was able to obtain two of the five major orders on the market. He therefore asked why not all five orders were obtained. He furthermore asked how SBM’s competitors were doing and how they had managed the crisis. In addition, Mr Jorna indicated (fourth question) that the LNG platform was the showpiece for the future and that naturally everyone was very interested in that. He asked what the expenditure was for research and development. Furthermore, he indicated (fifth question) that he was trying to elicit a somewhat broader view for 2010. By and large, the level in 2010 was at the 2009 level and there was a record order book, but did the Company share the opinion of ODS Petrodata, which expected the number of projects to double in the coming period.

Mr Mace referred to the first question related to the gap in orders. Mr Mace commented that Mr Jorna mentioned nine months, but it was actually longer because it was almost from mid-2008 and it lasted into almost the fourth quarter of 2009. Mr Mace said it was a significant amount of time and that was purely due to the very low price of oil which came as a result of the financial crisis and the immediate reaction from clients to freeze all further developments of new projects, which happened more or less instantaneously. He asked whether it could happen again, and answered yes, of course. If the price of oil were to drop to a level below which oil companies believe it is uneconomical to go ahead with their oil field developments, even though the price of oil might or should of course return again afterwards, the immediate reaction from clients is to stop. Mr Mace did feel it was true to say, and Mr Jorna had mentioned, that there was a big backlog of work which one was happy to have, because it kept everybody very busy despite no new orders coming in. The Company was not desperate for new orders but of course as time rolls on one starts to finish the work and it is necessary to fill back up the order book again. Mr Mace went on to add that the Company was in a situation with the record order backlog at the moment, which was very nice, and keeps the Company going forward. As to the second question, Mr Mace said there were various reasons why a client decides to lease or buy, and the reason was really a bit on a case-by-case basis. The obvious reason, and proven by the statistics, is that the number of floating production systems leased is increasing compared to the number purchased by oil companies. In fact, there are now more lease facilities from contractors such as SBM than bought by oil companies. There is an increasing trend towards leasing. Moving on to the fourth question concerning LNGs, Mr Mace commented that quite a bit of money is spent on R&D related to developing a technical solution for a floating facility, as this did not exist before. A lot of R&D activity actually has been related to developing a floating hose transfer system for being able to offload the cryogenic LNG from the production vessel to an incoming transport vessel. Mr Mace then went to say that the Company had spent quite a bit of money developing a product, a flexible floating hose for cryogenic liquid, and this was also part of the R&D programme. The Company has been successful in developing that product and it is part of the LNG FPSO development solution.

Mr Miles pointed out that the Company had capitalised the development costs in relation to floating LNG. This could be found under intangible assets on the balance sheet. The carried forward balance at the end of 2009 amounted to roughly USD 30,000,000. Most of that was related indeed to LNG type of products and developments.

Mr Mace in response to third question answered that the number of orders that were secured was two out of five. The Company had only actually bid for two and was successful with two. A selection was made concerning which projects to chase. In the case of the projects which were ordered in 2009 the Company was successful with the two on which the most effort was made, so that was gratifying. With regard to competitors, Mr Mace went to discuss how they have faring during the downturn of the business. There were, in fact, a number of smaller start-up FPSO companies which went bankrupt. These were companies that were building FPSOs on speculation. So there were actually four companies which went bankrupt. The more important competitor, a Japanese company, and two Norwegian companies have struggled quite significantly with the execution of projects and indeed with raising funds for actually being able to even bid. So things have been tough for the competition in most cases. There is serious competition out there and one needs to fight for every project that is won. As to the fifth question Mr Mace mentioned ODS Petrodata information predicting a large number of floating units going forward. He added that the Company has the same view and again there is a whole range of different types of facilities and a selection process needs to be made in order to concentrate efforts and try to be successful on the bidding side. The size of the Company over the last few years has increased and the Company is now quite a larger company than five-six years ago in terms of number of people and the capacity to execute projects. Mr Mace also added that the Company wanted to raise execution performance to be able to execute more projects, but in a different way by outsourcing more detailed engineering, which takes a lot of manpower capacity, to outside companies.

Mr Heineman asked what percentage of the research and development budget was spent on wave energy. **Mr Mace** explained briefly the concept of the device on which SBM is working. He did not want to go into too many details, but it is the objective that the design has to be cost effective, because generating electrical power is fine, but somebody has to buy it at a reasonable price. **Mr Miles** stated that it had basically been very much an engineering phase, the actual amount spent on this had not exceeded 10% of the R&D budget, but when moving on into more of the largest scale model tests, the actual monetary expense would increase.

The Chairman gave the floor to Mr Schuitemaker.

Mr Schuitemaker asked if tenders for projects, for example to drill for oil in Ireland, took place via an open tender. He also asked if the personnel operating for SBM in foreign countries were Dutch personnel or were hired locally.

The Chairman answered that it was not SBM's business to drill for oil, but that of the oil companies. The oil company would make an evaluation of the oil field and it could decide to have a floating facility. Only then would there be an invitation to tender and would SBM submit its tender. As to the personnel in the countries, there were no general rules but there was of course a preference to hire the people of the country in which the project was to take place.

Mr Schuitemaker asked if SBM tendered on the basis of a free price setting.

The Chairman confirmed that tenders took place on the basis of free price setting. An invitation to tender would come from the oil companies, and these would set out specifications. Each of the tendering parties would submit its own tender and the decision to award would then be taken by the oil company.

The Chairman gave the floor to Mr De Groot.

Mr De Groot referred to the location where the activities were concentrated. He asked whether SBM was at all involved in Sachalin. The second question was if there already was a prospect for the Beaufort Sea, or was there any activity there yet.

The Chairman answered concerning Sachalin that the Company did have a vessel there, the Okha. About the Beaufort Sea, the question was referred to Mr Mace.

Mr Mace answered that for the time being in the Beaufort Sea there was no activity, but for the first time some activity in the Barents Sea was being developed. This was not the same of course, but some of the R&D activities are focusing on developing suitable solutions for the Arctic environment.

Mr Van der Helm (VBDO) had a number of questions. The first question was whether SBM could observe more transparency over 2010 on supplier audits, so that the place of SBM in the lifecycle - benchmark would increase considerably again. **Ms Planjyan** (VBDO) asked a second question about the recently published report of the SOMO (*Stichting Onderzoek Multinationale Ondernemingen*) commissioned by the VBDO. The second question was how SBM ensured that partners in the joint venture observed the Code of Conduct. The third question arising from this was whether SBM was willing to be transparent concerning activities in Equatorial Guinea and therefore more transparent in the reporting on this.

Mr Mace answered the first question which concerned more transparency on supplier audits. The quality system indeed includes a requirement for the Company to carry out audits of the suppliers that SBM uses. This is done before a supplier is even used in the first place and then, as required by the internal rules, refresher audits are carried out. Mr Mace said he would see what he could do for the transparency in that respect in the 2010 report. On the second and third questions, in terms of Equatorial Guinea and the risk of corruption, management is very well aware of the situation in Equatorial Guinea. SBM has operated in Equatorial Guinea before with an ongoing FPSO operation for Exxon Mobil. So this is the second time the Company will be operating in Equatorial Guinea. Mr Mace commented that there was a lease contract and the Company was going to build a facility. However, he added that there would not be much building work in Equatorial Guinea itself, as there were virtually no fabrication facilities there. A facility was going to be built and delivered to Equatorial Guinea and thereafter there was definitely a plan which was going to be implemented during the course of the project to involve local nationals in the operation of the platform itself and also on the shore base which would be set up or increased in size to cater for this operation. In terms of human rights obligations, SBM will comply with its own internal guidelines which are to apply International Labour Organisation and Human Rights and to audit the local companies which are contracted for supplying services to the operation as this is already being done for the first operation. Associated with this, Mr Mace added, is the aim to provide training for locals to be able to operate the facility. There are some obligations to potentially or gradually increase the number of locals on board the floating production facility itself. A joint venture with GEPetrol has been announced which will be a part owner of the facility and to the best of its ability, SBM will monitor their activities.

Ms Planjyan asked how SBM checked if the joint venture partners complied with this rule. **Mr Mace** stated that SBM was not able to audit the accounts or any of the more detailed operations of the joint venture partner. Their involvement with SBM on this particular project, or in any other project, because there are other joint ventures in other African countries, is quite transparent and this also applies as to where the payments are made for those production services or operational services. Mr Mace added that the Company was able to check where appropriate payments were being made for services

provided. There was a limit, though, as to how far one could really check into the details and accounts of these joint venture companies.

Mr Schuitemaker believed that the previous speaker of the VBDO insulted every good director of the Company by suggesting that there had been corruption, since a very reliable and knowledgeable accountant was involved, and the Company could not afford something like this.

Mr Van der Helm wanted to respond to this. He also wanted to remove any impression that he was accusing SBM of corruption. Mr Van der Helm stated that this was not the case. However, he felt that the manner in which the Company dealt with its suppliers was relevant and this was particularly sensitive in countries in which things were less well organised than in the Netherlands. **Mr Van der Helm** appealed to the accountability of SBM, and the answer of **Mr Mace** indicated that the Company was dealing with this issue.

Mr Vrijdag asked about outstanding orders, the order book expectations, and the utilisation rate.

Mr Mace stated that in terms of order book expectations, there were a number of current really good prospects which the Company was working on in terms of bidding. In terms of laid-up ships, there was one FPSO which was on lease to Exxon Mobil which terminated its contract in December last year and that one was now in laid up. That was one only and this one the Company was now bidding on future projects. Because it was a full FPSO, which was delivered in 2002, Mr Mace stated that it had a certain book value which had been amortised. Potentially there was now a competitive advantage with this vessel; bidding on new contracts where competitors would have to start from scratch. Aside from that, he added that there were three other tankers which had been purchased in the past and which were currently laid up, but these tankers had been bought in advance of contracts. The Company needs a tanker in an "inventory" in order to be able to develop a technical solution when bidding based on a real ship rather than not having a ship at all and planning to buy one later. The amount of money invested in these tankers and inventory, he opined, was not enormous; it was a modest amount.

3. Report of the Supervisory Board and its committees to the 2009 financial year (information)

The Chairman: As presented in the report of the Supervisory Board on pages 25 and following of the annual report, the Supervisory Board supervised the developments at SBM and the activities of group companies in the past year in a number of formal, scheduled meetings, in a telephone conference and following regular informal consultations. The most important subjects addressed in the meetings of the Supervisory Board with the Board of Management and supervised by the Supervisory Board in 2009 were the approval of the 2008 annual report and financial statements, an examination of the relevance of the Frijns Code for the Company and the implementation of this code, the remuneration of the Management Board and the Supervisory Board, the Company's strategy, the organisation and succession planning, the corporate social responsibility policy, HSSE issues (safety, the environment, etc.), a visit to the execution centres in Monaco and Kuala Lumpur with a visit to projects under construction in Singapore, the technical aspects of the projects the Company has under development and the subsequent decision to initiate a Technical Committee of the Supervisory Board, the major project tenders and the impact of the financial crisis on the issue of 9.2% new shares in 2009.

The Supervisory Board is assisted in its work by three committees: the Audit Committee, the Remuneration Committee and the Selection and Appointment Committee. The decision was made to initiate a Technical Committee for the purpose of enabling the Supervisory Board to gain better insight into the Company's exposure to technical risks and to support the Supervisory Board in its supervisory

function of technical and project management risks. The composition of the Supervisory Board was one of the subjects dealt with in the Selection and Appointment Committee. Based on these consultations, the Supervisory Board decided to fill the vacancy that occurred after Mr Keller resigned and to possibly add one member to the Supervisory Board, which means that in future the Supervisory Board will have seven members. The selection process is still underway and the Chairman expects that within a few months, one or two candidates can be recommended for appointment to an extraordinary meeting of shareholders. To this end, the Supervisory Board will have diversity of the composition of the Supervisory Board in mind. Finally, earlier this year the Supervisory Board evaluated its own functioning, both in the area of the most important committees and at the level of the Supervisory Board itself.

Mr Vrijdag asked about the background of the expansion to seven supervisory directors. **The Chairman** noted that the work and composition of the committees was first looked at. There are three committees; for this reason the Remuneration Committee and the Selection Committee were combined into one committee. In addition, there are the Technical Committee and the Audit Committee. It was demonstrated that each of these committees should have two members, i.e. a total of six. How then the composition of the Supervisory Board should cope with further demands, such as diversity and age groups, was then considered and this led to the conclusion that work load and the demands for diversity (in the broadest sense) justified the expansion of the Supervisory Board to seven members. This was also contemplated in view of the possible absence of one of the members of the Supervisory Board due to illness and in view of the workload, which is substantial. These considerations led to the conclusion that a minimum of six members are necessary. The Supervisory Board already consists of six members; thus, adding a seventh member to guarantee the performance of work and diversity is being seriously considered.

Mr Jorna (VEB) believed that a Technical Committee is an excellent idea and asked about the composition. A second point is that the Selection and Appointment Committee and the Remuneration Committee are combined. As known, the Code does not support combining these two committees with the proposed two chairmen. Mr Jorna felt it was not very elegant that the two chairmen take turns chairing the same meeting, depending on the subject, and that both receive the Chairman Remuneration for this. He asked (third question) whether remuneration figures for Mr Wyllie, whose remuneration is in line with that of the Managing Board, also included the back-service obligations of this size, so that each year more than one annual salary has to be made up on account of back-service obligations. **The Chairman** answered in respect of the first question that the first assignment of the members of the Technical Committee is to determine their terms of reference. Risk management in the technical area is an important subject in this respect. The second question – which is also an issue with another item on the agenda, but the question would be answered on the spot – certainly is not a surprising question. It is true that this is a significant factor now, but the Chairman assured that he would be closely involved in looking for these additional members of the Supervisory Board. An attempt was made to look in England this time, because after all, SBM is a company with extensive international operations and one of the objectives is indeed to have a remuneration system that is sufficiently appealing to recruit international people. The analysis made by the recruiting consultants, such as Russell Reynolds and Egon Zehnder, shows that what SBM offers is certainly not too high. It is known that the division of the remuneration is a subject to be examined. The intention is to come up with a proposal next year that will cover the total pattern of the Supervisory Board's remuneration. A comparison in the European context shows that the Supervisory Board remuneration offered by SBM is certainly not too high.

The third question regarding the remuneration of Mr Mace was answered by the chairman of the Remuneration Committee. **Mr Van Gelder** believed that the Chairman was right and that everything must be viewed in the context of the total evaluation of the remuneration package. In 2005 and for the last time in 2008, the complete remuneration policy was submitted to and approved by the shareholders. This is to be reviewed at three-year intervals, which makes sense since progressive insights are relevant for the subject. The total package, which comprises a basic salary, a variable component, a variable short-term and long-term component and the pension plan, was discussed last in 2008. The pension plan was specifically referred to now and the policy is 70% of the last-earned salary, which is a defined benefit. This element has been included in the plan, as was also done in the past. As the occasion arises, this results in figures such as the ones of this year. Mr Van Gelder did not have a value judgment in this respect, other than that he felt that this was a balanced total package and, as such, was also approved by the shareholders in 2008. In the course of this year it will be examined whether there is any reason to come up with a review in 2011 based on progressive insights. There have been times at which the pension component was not such an important item on the agenda in the area of remuneration, but currently it is. Mr Van Gelder felt that as a result of progressive insights into the latest developments, these aspects will be included in the proposals if necessary; however, today things are as they are and as was agreed in 2008.

Mr Van der Helm (VBDO) wanted to suggest an idea for the following review and that is to base the variable remuneration in part on non-financial targets.

The Chairman indicated that the strengths and weaknesses of the remuneration policy were being evaluated in 2010.

Mr Van Beuningen (Eumedion) complimented the board, because he believed it was an excellent idea to have seven supervisory directors; seven is about the maximum number. He was particularly pleased that the effort was being made to visit Kuala Lumpur or other projects, so that the board could be properly supported.

Ms Cotrell added just one thing in relation to the appointment of the Supervisory Board and the potential new member. She wondered whether for SBM it might take a lead and look perhaps at candidates, also retired CEOs, people who are investors by background. She felt that SBM has plenty of people with financial experience, but mostly from the banker's side. Clearly it is a very technical business and one must have people who have to have offshore expertise in this area, but she wondered whether the Company should think about reflecting the investors' side, so that people felt that the Company was really looking after its investors and was going to be coming back to them again and again.

The Chairman concluded that the general question was about how to have a balanced board. One certainly looks in the evaluation very closely for a proper balance between technical expertise in members of the Supervisory Board who can clearly demonstrate that they have a background in for instance the technical side, and equally on the other hand the financial side. He could not see how persons, particularly with a finance background, would not at the same time represent the shareholders. In addition, most of the discussions are together with the Board of Management and in a two-tier board it is the Board of Management who represents the Company in all the analyst type of discussions where indeed the input of shareholders is taken care of. So he thought that the approach was a balanced one in relation to requirements that are of a technical, financial and executive nature and also relate to communication with the shareholders.

Mr Swinkels asked about the remuneration of the members of the Supervisory Board. The financial statements are in USD and the proposed remuneration package is in EUR. **Mr Miles** confirmed that USD is the reporting currency, so that includes all of the notes to the financial statements.

Remuneration, both for the Management Board and the Supervisory Board, is reported in USD. The salaries are, of course, EUR salaries since SBM operates and lives in the EUR area. To give more clarity and to eliminate exchange difference variability the remuneration report of the Supervisory Board sets out the remuneration in EUR, so that it can be compared every year.

4. 2009 financial statements

4.1 Adoption of the financial statements (resolution)

The Chairman proceeded with the adoption of the financial statements. The principles for preparing the consolidated financial statements, the consolidated balance sheets and profit and loss accounts, the consolidated cash flow, the notes to the consolidated statements and the other information are all included in the 2009 annual report (pages 95 to 160). The 2009 financial statements were audited by KPMG Accountants N.V., the Company's accountant. The unqualified opinion in this respect is included on page 161 of the annual report; a copy of the annual report signed by the Supervisory Board, the Management Board and the external accountant can be obtained from the Company's secretary. In conformance with Article 28 of the Company's articles of association, the financial statements were approved by the Supervisory Board and were then submitted to the meeting for adoption.

Mr Heineman referred to the currency exposure problem discussed before. **Mr Miles** confirmed that the Company hedges all of the foreign currencies back to USD, which is the reporting currency. So the profit which is left is indeed a USD profit, so it does not require any further hedging. He mentioned earlier that when that is translated into a EUR dividend there is an exchange risk which is borne by the shareholders. **Mr Heineman** asked whether it was useful to hedge everything, because the revenue and most of the costs offset each other if both are in USD. **Mr Miles** confirmed this and stated that what Mr. Heineman described was exactly how it works. There is a large natural hedge, much of the costs are in USD offsetting the USD revenue, but nevertheless on the projects, there are still large amounts of Euro, Singapore dollar, Brazilian Real denominated costs which have to be hedged in order to lock in the project results.

Mr Boom had a question regarding the tax burden (page 130 of the financial statements). **Mr Miles** answered that the corporate income tax figure which was referred to, was only part of the taxes which the Company pays. He explained why there are two parts. What is shown is corporate income tax, the tax on companies in their country of domicile. For example, for a Dutch company operating in the Netherlands or a US company in the US. He added that the Company also pays tax around the world, for example when there is an FPSO operating in countries such as Angola. On revenues which are received from the client there is a withholding tax which is applied by the clients and remitted to the governments. These withholding taxes cannot be classified as corporate income tax in the profit and loss account. So, the accounts disclose such types of taxes (withholding taxes, deemed profit taxes) amounting to USD 29,000,000 which are paid in addition to the USD 3,000,000 corporate tax which is seen on the income statement. This confirms taxes are being paid, but they cannot all be reported within the corporate income tax line. The rate indeed is low in respect of corporate income tax, because of these withholding tax effects and also because in the Netherlands and in the US –where the tax rate is the highest- the Company did incur tax losses for the reasons which are explained in the annual report...

Mr Jorna (VEB) had two short questions. Mr Jorna wanted confirmation of the fact that obtaining bank loans was not a problem, and asked about the impairment of USD 39,000,000 on a MOPUstor platform. **Mr Mace** referred to the first part of the question. He stated that there was more availability of loans from banks and the Company expected to be able to fund lease projects going forward, with a certain element of commercial bank funding. And about the MOPUstor impairment, there was USD 39,000,000 of impairment on this project and he explained this in the past. It is a project for Norway where quite a few additional costs were incurred on the project in order to meet Norwegian safety regulations (design safety regulations) which had not been properly assessed in the bid phase of that particular project. The Company had to incur or implement design changes to meet the obligations of the Petroleum Safety Agency, which is the governing body in Norway. This caused disruption of the construction of the platform itself and caused additional costs.

The Chairman informed the meeting that voting cards would be used and explained the voting procedure.

The Chairman established that the meeting had accepted the proposal to adopt the financial statements with 58,452,452 votes in favour, 24,748 votes opposed and 10 abstentions.

4.2 Proposal to distribute dividend (resolution)

The Chairman indicated that in conformance with the Company's normal dividend policy, a total dividend of USD 0.67 per ordinary share was proposed for the net result from continuing operations realised in the period from 1 January 2009 to 31 December 2009, to which the holders of ordinary shares are entitled. The pay-out is 50%. In 2008, the pay-out was exceptional: 60%; 50% of this pay-out was payable in shares and 50% in cash. The ex-dividend date was 16 April 2010. The record date was 20 April 2010. Because the shares are listed in EUR, the cash dividend will be paid in EUR. For this purpose, the daily fixing rate of the day of the meeting would be used, as published by the European Central Bank. With a USD of 0.67, the day's ECB reference rate was USD to EUR 1.3615, which is why a EUR dividend of EUR 0.49 compared to the USD 0.67 is referred to.

In conformance with Article 30.3 of the Company's articles of association and subject to approval of the Supervisory Board, the Board of Management proposed a dividend of USD 0.67 per ordinary share, at the option of the shareholders to be distributed in cash or in the form of ordinary shares in the Company's share capital. Approval of this proposal comprised the resolution to issue such a number of shares as would be required to distribute the stock dividend and also the resolution to exclude the pre-emptive right in respect of this issue. The shares to be issued for the stock dividend would be admitted to the listing without a prospectus pursuant to Section 5.4 (e) of the Dutch Financial Supervision Act. The Board of Management is to determine the ratio between the value of the stock dividend and the cash dividend on 7 May 2010 after market close based on the volume weighted average of the share price of the last five days of the option period, i.e. 3, 4, 5, 6 and 7 May 2010. There will be no trading of dividend rights on the NYSE Euronext Amsterdam. Both the cash dividend and the stock dividend will be made available to the shareholders on 14 May 2010. The value of the final dividend in shares will equal the value of the cash dividend, excluding rounding differences. The shares needed for the final dividend have been or will be issued by the Company. The new ordinary shares will be entitled to dividend for 2010 and the following financial years.

The Chairman established that the meeting had accepted the dividend distribution proposal with 58,474,353 votes in favour, 3,288 votes opposed and 0 abstentions.

5. Corporate Governance

5.1 Summary of the Corporate Governance policy (information)

The Chairman referred to the corporate governance chapter in the 2009 financial statements on pages 56 to 64, with an explanation of the corporate governance policy based on the Best practices from the Dutch Corporate Governance Code, as amended by the Corporate Governance Code Monitoring Committee on 10 December 2008 (the "Code"). In two respects, SBM was not compliant with the best practices of the Code. Best practice provision III.5.11, which stipulates that the Remuneration Committee may not be chaired by a supervisory director who is the CEO at another company. Mr Van Gelder is the CEO of Heijmans N.V., but this is temporary and Heijmans N.V. announced that Mr Van Gelder would resign as chairman of the board of management and CEO in the following general meeting of shareholders. This non-compliance would then be eliminated. Best practice provision IV.1.1. also stipulates that a resolution by the general meeting of shareholders to appoint, suspend or dismiss a managing director or supervisory director must be adopted by an ordinary majority of votes, while the Company's articles of association currently stipulate that a resolution to appoint, suspend or dismiss a managing director or supervisory director must be adopted by a special majority of two-thirds of the votes cast subject to the condition that these votes represent more than one-half of the issued share capital. The Supervisory Board and the Board of Management are of the opinion that in adopting strategic decisions, a real majority should decide on this rather than being dependent on a coincidental majority in an AGM. In the following review of the articles of association, the Board will once more consider whether it is advisable to make the articles of association conform to this best practice provision. For the rest, the Chairman stated that the Company was fully compliant with the best practices from the Dutch Corporate Governance Code.

The employment contracts with the two members of the Management Board have an extendable term of four years and provide the possibility to adjust elements of the variable remuneration upwards or downwards if the Supervisory Board is of the opinion that these elements have an unfair outcome as a result of exceptional circumstances. The Supervisory Board also has a claw-back right to reclaim variable remuneration elements granted based on incorrect financial information. The compensation in the event of premature termination of the contract is limited to one year's base salary. In the event of termination as a result of a change of control, the same severance pay of one year's base salary applies.

The remuneration policy as introduced in 2008 is described at length in the remuneration report (page 29 and following of the annual report). This remuneration policy remains unchanged. Each year, the Remuneration Committee and a specialist consultant review whether there is any reason to adjust the remuneration policy. Any resulting proposals for changes to the remuneration policy will be presented to this meeting. In addition, in the fulfilment of its duties the Supervisory Board supervised the aspects of corporate social responsibility that are relevant for the Company (2009 CSR report). Finally, in the selection and recommendation of new supervisory directors, the Supervisory Board is intent to look for diversity in the composition of the Supervisory Board.

5.2 Remuneration of the Supervisory Board (resolution)

The Chairman indicated that the Supervisory Board resolved to introduce a new Technical Committee to enable the Supervisory Board to have a better understanding of the Company's exposure to technical, commercial and strategic risks and to assist the Supervisory Board in its supervisory functions regarding technical and project management issues. This committee will act as the Audit Committee, but

for technical and project management issues. The Technical Committee will be composed of two members of the Supervisory Board, Mr Ehret (chairman) and Mr Van Gelder. It was proposed to grant the Chairman of the Technical Committee a remuneration of EUR 6,000 and the member of the Technical Committee a remuneration of EUR 4,000 per year.

The Supervisory Board also decided to combine the Selection and Appointment Committee with the Remuneration Committee into an Appointment and Remuneration Committee. This new committee will be composed of two members of the Supervisory Board, Mr Rothermund and Mr Van Gelder. In addition, Mr Rothermund will chair the meeting when agenda items regarding selection and appointment issues are dealt with. Mr Van Gelder will chair the meeting when agenda items regarding remuneration issues are dealt with. It was proposed to grant each chairman/member a fee of EUR 8,000 per year. The annual base remuneration of the members of the Supervisory Board remained unchanged and amounts to EUR 63,000 for the Chairman, EUR 52,000 for the vice-chairman and EUR 45,000 for the members. As noted before, the Chairman of the Supervisory Board will also receive compensation for committee work, as is currently already the case for committee work performed by the other members of the Supervisory Board.

Mr Jorna (VEB) asked why Mr Ehret receives EUR 6,000 as chairman of the Technical Committee and Messrs Rothermund and Van Gelder each receive EUR 8,000. Two committees are combined, but the committees are also kept separate by appointing two chairmen. **The Chairman** noted that there are remuneration elements and appointment elements for work in the Company at the highest level. The remuneration of the Supervisory Board, also in connection with the Board of Management, will be reviewed. **Mr Jorna** did not share the prevailing opinion that the Technical Committee was subordinate to or less important than the Remuneration Committee. **The Chairman** promised to consider this comment in the review of the remuneration policy that will be proposed next year.

Mr Swinkels asked whether travel and accommodation expenses are part of the remuneration. **The Chairman** indicated that these are costs for the Company. There are no additional allowances. **Mr Swinkels** observed that the tickets are paid by the company and wondered whether this issue needed to be submitted to the shareholders. **The Chairman** observed that expenses for travel, accommodation etc. to attend meetings and participate in working visits are not part of the remuneration but subject to compensation at cost. Only remuneration is subject to shareholder approval. **Mr Swinkels** stated that these are the Supervisory Board and Board of Management of a West European company, but that the field of operations is actually outside Europe. In the future, the company may have supervisory directors that come from outside Europe. He would like to see a proposal regarding these costs. **The Chairman** mentioned that no supervisory directors from outside Europe are currently on the Supervisory Board, but that this could be the case and also has been the case in the past. Until two years ago, Mr Matzke, who came from the U.S. was a member of the Supervisory Board. He received – and the shareholders had also been informed of this – an additional allowance. As will be reviewed case by case the remuneration may include adjusted elements. This is not the case for the current Supervisory Board; there are no additional, special allowances.

Mr Schuitemaker agreed with **the Chairman** and felt that the remuneration should, indeed, be in proportion to the responsibilities. He supported the proposal.

The Chairman established that the meeting had accepted the proposal for remuneration of the Supervisory Board with 58,455,813 votes in favour, 13,593 votes opposed and 140 abstentions.

6. Discharge

6.1 Discharge of the Managing Directors for their management in 2009 (resolution)

The Chairman asked the meeting – in conformance with the articles of association – to grant discharge to the members of the Management Board for their management in 2009.

The Chairman established that the meeting had accepted the proposal to discharge the Managing Directors for their management in 2009 with 58,160,909 votes in favour, 81,101 votes opposed and 233,187 abstentions.

6.2 Discharge of the Supervisory Directors for their supervision in 2009 (resolution)

The Chairman asked the meeting – in conformance with the articles of association – to grant discharge to the members of the Supervisory Board for their supervision in 2009.

The Chairman established that the meeting had accepted the proposal to discharge the Supervisory Directors for their supervision in 2009 with 58,161,665 votes in favour, 81,340 votes opposed and 233,195 abstentions.

7. Appointment of KPMG Accountants N.V. as the external accountant (resolution)

The Chairman asked the representatives of KPMG to leave the meeting for this item on the agenda. Pursuant to a recommendation of the Audit Committee, it was proposed to appoint KPMG Accountants N.V. as the external accountant of the Company for a term that expires at the closing of the 2011 financial year.

The Chairman established that the meeting had accepted the proposal to appoint KPMG Accountants N.V. as the external accountant with 57,830,849 votes in favour, 634,772 votes opposed and 9,576 abstentions.

8. Authorisation for the issue of ordinary shares and to limit or exclude pre-emptive rights

8.1 Proposal to designate the Management Board – subject to approval from the Supervisory Board – as the body authorised to resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares as referred to in Article 4 of the Company’s articles of association, for a duration of 18 months (resolution)

The Chairman stated that in conformance with Article 4 of the Company’s articles of association, the meeting was being asked to designate the Management Board – subject to approval from the Supervisory Board – as the body authorised to resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares. The authority is limited to 10% of the ordinary shares outstanding at the time of the authorisation, which percentage is increased to 20% in the event of a merger or acquisition. This designation was also asked to allow the Management Board to respond flexibly and in time regarding the funding of the Company. The duration of the requested designation is 18 months in conformance with the present Corporate Governance practice, commencing after the resolution is adopted. This would supersede the designation as granted by the general meeting of shareholders in 2009.

Mr Miles replied to a question of **Mr Jansen** that this was a resolution which was required to give the Company flexibility to move quickly if it should deem the circumstances appropriate. Mr Miles commented that one can see from the history of equity issues by the Company that the last time prior to November that an equity issue of this type arose for the Company was in 2001. During that time the Company increased in size by a multiple, it more than tripled in size over that period. He did not think that SBM was a company which abused this ability to issue equity given that the Company had been through rather exceptional circumstances with the credit crisis and was in the middle of a major investment programme and a number of projects, with prospects for a number of others coming, which in part have been delivered. There are no promises not to use it, but – as Mr Mace had mentioned earlier – Mr Miles did not intend to raise new equity issues every time there was a new project.

Mr Ligthart added that there might be a misunderstanding when **Mr Jansen** stated that companies usually limit the requested authorisation to 10%. This usually relates to the second 10% that may be invoked, for example in the event of an acquisition. The authorisation as requested during the meeting was fully in conformance with the earlier practice and with the practice followed by most other listed companies in the Netherlands.

Mr Swinkels asked whether a loyalty dividend for long-term shareholders might be considered in the debate.

Mr Van der Helm (VBDO) and **Mr Heineman** supported the proposal for a loyalty dividend. **Mr Ligthart** referred to the proposal for introducing a loyalty dividend made by his previous company, DSM, which proposal had been withdrawn after heavy criticism.

The Chairman noted that he would take this into account and consider this.

The Chairman established that the meeting had accepted the proposal to designate the Management Board– subject to approval from the Supervisory Board – as the body authorised to resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares as referred to in Article 4 of the Company’s articles of association, for a duration of 18 months, with 56,092,289 votes in favour, 2,383,909 votes opposed and 0 abstentions.

8.2 Proposal to designate the Management Board – subject to approval from the Supervisory Board – as the body authorised to resolve to exclude or limit the pre-emptive right as referred to in Article 6 of the Company’s articles of association, for a duration of 18 months (resolution)

The Chairman informed the meeting that in conformance with Article 6 of the Company’s articles of association, the meeting was being asked to designate the Management Board – subject to approval from the Supervisory Board – as the body authorised to limit or exclude the pre-emptive right in share issues or granting rights to subscribe for shares in conformance with Section 96 of Book 2 of the Dutch Civil Code. In accordance with the proposal under 8.1, the designation is to be limited to a period of 18 months, commencing after the proposed resolution is adopted. This would supersede the designation granted by the general meeting of shareholders in 2009.

Mr Schuitemaker indicated that it was not entirely clear what the limitation of Article 6 of the Company’s articles of association comprised. **Mr Verwilghen** noted that this was a limitation or exclusion of the pre-emptive right in a share issue, as was done in November. The issue of new shares at that time was limited to a consortium of investors that had accepted to take the risk by subscribing for

this entire block of shares at the price specified. Thus, at that time the other shareholders were not offered the opportunity to participate in the subscription for shares.

The Chairman mentioned another additional element. The proposal requires a majority of at least two-thirds of the votes cast if less than 50% of the issued share capital was represented at the meeting. If half or more is represented, an ordinary majority is sufficient.

The Chairman established that the meeting had accepted the proposal to designate the Management Board – subject to approval from the Supervisory Board – as the body authorised to resolve to exclude or limit the pre-emptive right as referred to in Article 6 of the Company's articles of association, for a duration of 18 months, with 49,782,139 votes in favour, 8,693,910 votes opposed and 140 abstentions.

9. Authorisation to repurchase ordinary shares

Proposal to authorise the Management Board – subject to approval from the Supervisory Board – to buy back ordinary shares by the Company in its share capital as referred to in Article 7 of the Company's articles of association, for a duration of 18 months (resolution)

The Chairman explained to the meeting that in conformance with Article 7 of the Company's articles of association, the meeting was being asked to authorise the Management Board – subject to approval from the Supervisory Board and without prejudice to the provisions of Section 98 of Book 2 of the Dutch Civil Code – to buy back ordinary shares, representing no more than 10% of the issued share capital of the Company. Authorisation was being requested to buy back ordinary shares at a price per ordinary share that is between the nominal value of the ordinary shares and 110% of the average price of the ordinary shares on the NYSE Euronext Amsterdam, for five trading days prior to the repurchase. This buy back authorisation – subject to approval from the Supervisory Board – would provide the Management Board the flexibility to fulfil obligations regarding share-related remuneration plans or otherwise. The duration of the requested authorisation is 18 months, commencing after the proposed resolution is adopted. This would supersede the authorisation as granted by the general meeting of shareholders in 2009.

Mr Van Leijdsdonk asked whether SBM was expecting to buy back any shares in its share capital in the following 18 months. **Mr Ligthart** noted that this was a standard resolution and added that he believed it was not very likely that SBM would buy back shares in its share capital in view of the growth the company is currently undergoing.

The Chairman established that the meeting had accepted the proposal to authorise the Management Board – subject to approval from the Supervisory Board – to buy back ordinary shares by the Company in its share capital as referred to in Article 7 of the Company's articles of association, for a duration of 18 months, with 58,216,648 votes in favour, 259,202 votes opposed and 8 abstentions.

10. Composition of the Supervisory Board

10.1. The resignation of Mr. L.J.A.M. Ligthart as vice-chairman of the Supervisory Board and as Supervisory Director of the Company (information)

The Chairman informed the meeting that Mr Ligthart, supervisory director of the Company, would resign in the general meeting of shareholders after having been a member of the Supervisory Board for six

years, the last two years as vice-chairman and chairman of the Audit Committee. The Chairman thanked Mr Ligthart on behalf of the Supervisory Board, the Board of Management and the entire staff of the Company for his extremely valuable contributions to the functioning of the Supervisory Board and for the way in which Mr Ligthart had led the Audit Committee. **Mr Ligthart** thanked the Chairman for his kind words. He indicated that these were very interesting and turbulent times. He was tremendously impressed by the commitment and effort made in the Company to set aside and resolve problems and once more regain its positive status. He added that he was very proud of this. **The Chairman** thanked Mr Ligthart.

10.2. The appointment of Mr F.J.G.M. Cremers as Supervisory Director of the Company (resolution)

The Chairman informed the meeting that - in conformance with Articles 23 and 17.2 of the articles of association - the Supervisory Board had decided to make a non-binding recommendation to appoint Mr Cremers as supervisory director of the Company for a term of four years, expiring at the time of the annual general meeting of shareholders of 2014. If the meeting appointed Mr. Cremers as supervisory director, the Supervisory Board would also appoint Mr Cremers as chairman of the Audit Committee. Mr Cremers has broad experience as member of the supervisory board of international, listed companies. In the Supervisory Board's opinion is that Mr. Cremers would be an excellent addition to the Supervisory Board after Mr Ligthart's stepping down. The recommendation was fully supported by the Board of Management. For personal information on Mr Cremers, the Chairman referred those in attendance to the explanation given in the agenda.

Ms Planjyan (VBDO) asked whether SBM intended to better reflect the male-female ratio in the composition of the Board of Management and the Supervisory Board. **The Chairman** confirmed that they were working on this, although recognising that this was not an easy issue. He also indicated that one of the reasons for the expansion of the Supervisory Board to seven persons was to deal effectively with the demands for diversity. **Ms Planjyan** asked whether SBM also intended to incorporate specific know-how within the Supervisory Board, particularly in the area of sustainability. **The Chairman** replied that they would not look narrowly for someone with experience in this area, but that a candidate's broad spectrum of experience should include relevant experience with issues related to sustainability and social responsibility.

Mr Jorna (VEB) concurred with the argument of diversity, but hoped that the objective of diversity would not be leading in making a choice. Quality should be put first. He noted that Mr Cremers was an authority in the financial area. Mr Cremers holds a seat on seven supervisory boards and in so doing exceeds the standard set out in the Corporate Governance Code. Mr Jorna asked whether Mr Cremers did not have too much on his plate to make a solid contribution to SBM. **The Chairman** responded to the question regarding Mr Cremer's exceeding the number of appointments in the negative and confirmed that in this respect **Mr Cremers** fully satisfied the best practice provisions of the Corporate Governance Code. With regard to the second element of the know-how and expertise of the recommended supervisory director, **the Chairman** indicated that a great deal of financial knowledge was lost with Mr Ligthart's departure. He added that it was indeed important to have someone who had the qualities required to work on the Audit Committee and also to act as chairman of the Audit Committee.

The Chairman established that the meeting had accepted the proposal to appoint Mr. F.J.G.M. Cremers as Supervisory Director of the Company with 58,196,780 votes in favour, 273,005 votes opposed and 5,900 abstentions.

11. Communications and any other business

The Chairman indicated that a card was available at the information desk on which attendees could specify whether they wished to receive a copy of the minutes of the meeting.

Mr Van de Roemer complimented the Chairman for the way he had led the meeting. He asked about the market ratio of the two competitors, Modec and Bergesen. Mr Mace mentioned that SBM was still the leading company in terms of lease business, lease contracts, over the nearest competitor which is the Japanese company Modec. Modec has been catching up a bit in the last few years. Mr Mace said that it is a job to stay ahead and he intends to do it. But it is not only the number of contracts, but also the quality of the contracts and the clients behind those contracts. He believes that the Company has a very robust portfolio of lease contracts and other sale contracts and if one studied the same portfolio of competitors, you would not find the same quality. Mr Mace states that SBM aims to have the right quality, the best quality of contracts and clients, but also be and remain in this leading position.

Mr Swinkels asked whether it would be possible to pay a visit to Schiedam because his curiosity had been aroused. Unfortunately, the Chairman had to disappoint him. He added that this was not customary, and also, that it was not feasible.

12. Closing

The Chairman established that there were no more questions. He thanked those present for their participation and closed the meeting.



H.C. Rothermund
Chairman



B. Verwilghen
Secretary