

This signed proxy / voting instruction should be **no later than Wednesday May 9, 2012, before 04.00 p.m.** in the possession of

RBS
Department Exchange Agency (MF2020)
P.O. Box 3200
4800 DE BREDA
The Netherlands

Fax: +31 10 264 4651
E-mail: abnamro.depotbewijzen@nl.abnamro.com

Or, for proxies/voting instructions to SBM Offshore:

SBM Offshore N.V.
Attn. the Corporate Secretary
P.O.Box 31
3100 AA Schiedam
The Netherlands

Fax: +31 10 232 09 99.
e-mail: agm@sbmoffshore.com

Or, for proxies/voting instructions to ANT

ANT Trust & Corporate Services N.V.
Claude Debussylaan 24
1082 MD Amsterdam
The Netherlands

Fax: +31 20 522 25 35
e-mail: registers@ant-trust.nl



PROXY / VOTING INSTRUCTION

The undersigned,

Name:	Initials:
Address:	
City:	
Country:	

(optional) acting for or on the instructions of
Company name:
Address:
Established in City:
Country:

holder of _____ ordinary shares in the share capital of SBM Offshore N.V. (hereafter "Holder") which have been/will be duly registered for participation at the Annual General Meeting of Shareholders of SBM Offshore N.V. to be held on May 16, 2012 at 02.30 p.m. at the De Doelen Convention Centre, 'Eduard Flipse' room, Karel Doormanstraat 223, 3012 GH Rotterdam (hereafter "the AGM")

hereby grants power of attorney to

- SBM Offshore N.V., Schiedam, The Netherlands, represented by any member of the Management Board; or to
- ANT Trust & Corporate Services N.V., or to
- Name: _____
Company: _____
Address: _____

in order to represent Holder at the AGM and any postponements thereof, to vote on behalf of Holder on the resolutions proposed under item 4, 5.1, 5.2, 7, 8.1, 8.2, 9, 10.1 and 10.2 of the agenda of the AGM, to ask any questions at the AGM and to take any action to which Holder in its capacity of shareholder would be entitled in accordance with the Articles of Association of SBM Offshore N.V. and in general to do anything which shall be deemed necessary or useful, all with promise of ratification if needed and with power of substitution.

Done at: _____

Date: _____

Signed: _____

(name and capacity)

Agenda items and voting instructions for the

**Annual General Meeting of Shareholders of SBM Offshore N.V.
on Wednesday, 16 May, 2012**

(in the absence of a clear voting instruction the votes will be cast in favour of the resolutions concerned)

Please mark your choice

		In favour	Against	Abstention
1.	Opening	n.a.		
2.	Report of the Management Board	n.a.		
3.	Report of the Supervisory Board and of its sub-committees	n.a.		
4.	Annual Accounts 2011: adoption of the Annual Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Discharge	n.a.		
5.1	Discharge of the Managing Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2	Discharge of the Supervisory Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Corporate Governance: summary of the Corporate Governance policy	n.a.		
7.	Re-appointment of KPMG Accountants N.V. as external auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Authorisation to issue ordinary shares and to restrict or to exclude pre-emption rights	n.a.		
8.1	Designation of the Management Board as the corporate body authorised to issue ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2	Designation of the Management Board as the corporate body authorised to restrict or to exclude pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Authorisation of the Management Board to repurchase ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Composition of the Supervisory Board	n.a.		
10.1	Re-appointment of F.G.H. Deckers as a member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.2	Re-appointment of Mr. T.M.E. Ehret as a member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Communications and questions	n.a.		
12.	Closing	n.a.		