



This signed proxy / voting instruction should be **no later than Wednesday 20 June, 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 Extraordinary General Meeting of Shareholders of SBM Offshore N.V. to be held on 27 June, 2012 at 02.30 p.m. at the NH Hotel, Aert van Nesstraat 4, 3012 CA Rotterdam (hereafter "the EGM")

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 EGM and any postponements thereof, to vote on behalf of Holder on the resolutions proposed under item 2,3 and 4 of the agenda of the EGM, to ask any questions at the EGM 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

**Extraordinary General Meeting of Shareholders of SBM Offshore N.V.
on Wednesday, 27 June, 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. | Composition of the Management Board: appointment of Mr Sietze Hepkema as a member of the Management Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | Composition of the Management Board: appointment of Mr Peter M. van Rossum as a member of the Management Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | Amendment of the Remuneration Policy 2011 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | Closing | n.a. | | |