



This signed proxy / voting instruction should be **no later than Friday 11 April 2014, before 04.00 p.m.** in the possession of

ABN AMRO Bank N.V.
Corporate Broking (HQ7050)
Gustav Mahlerlaan 10
1082 PP Amsterdam
The Netherlands

Fax: 020-628 8481
Email: corporate.broking@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 SGG Financial Services B.V.

SGG Financial Services B.V.
Claude Debussylaan 24
1082 MD Amsterdam
The Netherlands

Fax: +31 20 522 25 35
e-mail: registers@sgggroup.com

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 17 April, 2014 at 02.30 p.m. at the Hilton Hotel, Weena 10, 3012 CM 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
- SGG Financial Services B.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 4.2, 5.2, 6.1, 6.2, 8, 9.1, 9.2, 10, 11.1, 11.2 and 11.3 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 Thursday 17 April, 2014**

(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.	n.a.	n.a.
2.	Report of the Management Board	n.a.	n.a.	n.a.
3.	Report of the Supervisory Board and of its subcommittees	n.a.	n.a.	n.a.
4.1	Remuneration Report 2013	n.a.	n.a.	n.a.
4.2	Remuneration of the Management Board: Remuneration Policy 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1	Information by KPMG Accountants N.V. on the audit at SBM Offshore N.V.	n.a.	n.a.	n.a.
5.2	Annual Accounts 2013: adoption of the Annual Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1	Discharge of the Managing Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2	Discharge of the Supervisory Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Corporate Governance	n.a.	n.a.	n.a.
8.	Appointment of PricewaterhouseCoopers Accountants N.V. as the external auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.1	Designation of the Management Board as the corporate body authorised to issue ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2	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"/>
10	Authorisation of the Management Board to repurchase ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.1	Re-appointment of Mr F.J.G.M. Cremers as a member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.2	Re-appointment of Mr F.R. Gugen as a member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.3	Appointment of Mrs L. Armstrong as a member of the Supervisory Board			
12.	Communications and questions	n.a.	n.a.	n.a.
13.	Closing	n.a.	n.a.	n.a.