



AGENDA

Annual General Meeting of Shareholders of SBM Offshore N.V. (the “Company”) to be held on Thursday 17 April 2014 at 2.30 p.m. at the Hilton Hotel, Weena 10, 3012 CM Rotterdam

1. Opening
2. Report of the Management Board for the financial year 2013 (*information*)
3. Report of the Supervisory Board and of its committees for the financial year 2013 (*information*)
4. Remuneration
 - 4.1 Remuneration Report 2013 (*information*)
 - 4.2 Remuneration of the Management Board: Remuneration Policy 2015 (*resolution – see explanatory note*)
5. Annual Accounts 2013
 - 5.1 Information by KPMG Accountants N.V. on the audit at SBM Offshore N.V. (*information*)
 - 5.2 Adoption of the Annual Accounts (*resolution – see explanatory note*)
6. Discharge:
 - 6.1 Discharge of the Managing Directors for their management during 2013 (*resolution – see explanatory note*)
 - 6.2 Discharge of the Supervisory Directors for their supervision during 2013 (*resolution – see explanatory note*)
7. Corporate Governance: summary of the Corporate Governance policy (*information – see explanatory note*)
8. Appointment of PricewaterhouseCoopers Accountants N.V. as the external auditor of the Company (*resolution – see explanatory note*)
9. Authorisation to issue ordinary shares and to restrict or to exclude pre-emption rights:
 - 9.1 Designation of the Management Board as the corporate body authorised – subject to the approval of the Supervisory Board – to issue ordinary shares and to grant rights to subscribe for ordinary shares as provided for in article 4 of the Company’s Articles of Association for a period of 18 months (*resolution – see explanatory note*)
 - 9.2 Designation of the Management Board as the corporate body authorised – subject to the approval of the Supervisory Board – to restrict or to exclude pre-emption rights as provided for in article 6 of the Company’s Articles of Association for a period of 18 months (*resolution – see explanatory note*)

10. Authorisation to repurchase ordinary shares: authorisation of the Management Board, subject to the approval of the Supervisory Board – to repurchase the Company’s own ordinary shares as specified in article 7 of the Company’s Articles of Association for a period of 18 months (*resolution – see explanatory note*)

11. Composition of the Supervisory Board:
 - 11.1 Re-appointment of Mr F.J.G.M. Cremers as a member of the Supervisory Board (*resolution – see explanatory note*)
 - 11.2 Re-appointment of Mr. F.R. Gugen as a member of the Supervisory Board (*resolution – see explanatory note*)
 - 11.3 Appointment of Mrs L. Armstrong as a member of the Supervisory Board (*resolution – see explanatory role*)

12. Communications and questions

13. Closing

EXPLANATORY NOTE TO AGENDA ITEM 4

4. Remuneration

4.1 Remuneration Report 2013

In accordance with newly introduced legislation which requires listed companies, prior to the adoption of the annual accounts, to report to the Annual General Meeting of Shareholders ('AGM') on the implementation in the year under review of its Remuneration Policy as approved at the AGM of 2011 and as amended at the Extraordinary General Meeting ('EGM') in 2012 ('RP2011aa'), reference is made to the Remuneration Report which is included in the Annual Report and in the Annual Accounts on pages 33 to 41 and pages 150 to 154..

4.2 Remuneration of the Management Board ('MB'): Remuneration Policy 2015

Abbreviations

RP2015:	The Remuneration Policy 2015
RP2011:	Remuneration Policy 2011 as approved at the AGM of 2011
RP2011aa:	Remuneration Policy 2011 as amended on 27 June 2012
AGM	Annual General Meeting of Shareholders
A&RC:	Appointment & Remuneration Committee of the Supervisory Board ('SB')
STI:	Short Term Incentive
LTI:	Long Term Incentive
CSR:	Corporate Social Responsibility
TSR:	Total Shareholder Return
Company	SBM Offshore N.V. and its direct and indirect subsidiary companies including its participations in Joint Ventures

RP2011aa was approved by the shareholders, because it was recognised that RP2011 did not provide enough flexibility to adequately align the MB with shareholders during the turnaround period. However, the A&RC recognises that it would be inappropriate to retain certain of the measures that were introduced in RP2011aa, such as the Special Incentive, after the end of the turnaround period, which it is expected will be completed by the start of 2015.

Accordingly, in the course of 2013, following resolution of a number of the Company's legacy issues and the successful strengthening of the Company's Balance Sheet (through a Private Placement of 9.95% new shares to HAL Investments B.V. on 20 December 2012 and the 10% rights offering fully underwritten by HAL Investments ("HAL") of new ordinary shares), the A&RC decided to revise RP2011aa as the remuneration policy that governed the turnaround years 2012, 2013 and 2014 with the aim to develop a robust, sustainable remuneration policy for 2015 and beyond (RP2015).

It has been the explicit intention of the A&RC to limit the total at-Maximum remuneration opportunity for the MB at the start of 2015, to the Maximum opportunity under RP2011aa so as not to increase total remuneration. This has been achieved by calibrating the allocation of the MB share in a Share Pool out of which all share based payments to the MB and eligible senior managers will be made.

The A&RC, in connection with its work on RP2015, engaged its own specialist remuneration consultant in April 2013 and the draft RP2015 and related documentation was largely completed by the A&RC by the end of 2013. A final draft, together with this AGM note, was submitted by the A&RC to the SB at its meeting of 5 February 2014 where RP2015 was adopted for submission to shareholders at the AGM of 17 April 2014.

Comparison of current and proposed remuneration policy

	Subject	RP2011aa	RP2015
1	Market reference and positioning	Median level of the Peer Group	No more than third quartile of the Peer Group
2	Peer Group composition	18 companies	12 companies
3	STI opportunity: Threshold, Target and, Maximum expressed as % of Base Salary	CEO: 40% / 100% / 200% Other MB Members: 40% / 100% / 150%	CEO: 40% / 100% / 200% Other MB Members: 40% / 100% / 150%
4	STI Performance Indicators	Company Performance: minimum 1/3 of total; Individual Performance: maximum 2/3 of total CSR Multiplier: - 5% to + 5%	Company Performance: 50% to 75% Personal Performance: 25% to 50% CSR Multiplier: - 10% to + 10% List of various STI Performance indicators from which selection will be made each year
5	STI payment	80% cash and 20% shares with matching shares (ratio 1:1) after 3 years	100% cash
6	LTI Opportunity: Threshold, Target and Maximum	Expressed as a percentage of Base Salary: CEO: 50% / 125% / 250% Other MB Members: 50% / 125% / 187.5%	Expressed as a multiple of the Target LTI opportunity (= 1.0): CEO: Threshold 0.4, Maximum 2.0 Other MB Members: Threshold 0.4, Maximum 1.5
7	LTI Performance Indicators	50% EPS and 50% TSR relative to Peer Group (same as used for Base Salary) and Special Incentive	List of financial LTI Performance Indicators from which a selection is made for each LTI performance period
8	LTI Shares vesting (at end of 3-year LTI performance period)	Computed by reference to: <ul style="list-style-type: none"> • Base Salary, and • LTI Performance Indicators and LTI Opportunity 	Computed by reference to: <ul style="list-style-type: none"> • MB's proportion of the Share Pool of 1% of the outstanding share capital, and • Performance against the targets set for the LTI Performance Indicators and LTI Opportunity
9	Share Ownership Requirement	None	Vested LTI Performance Shares to be held until a share ownership level is achieved of 300% of base salary for the CEO and 200% of base salary for the other MB members

There are two attachments to this explanatory note:

1. The Rationale for changing the Remuneration Policy for the MB of SBM Offshore N.V. as of 1 January 2015 (RP2015), and
2. The SBM Offshore N.V. Remuneration Policy 2015

RP2015 is submitted to the AGM for approval. If the AGM approves the RP2015, the policy will become effective on 1 January 2015. For the avoidance of doubt: the RP2011aa remains applicable to the STI earned on account of performance of the MB in the year 2014 and payable in 2015 and to the LTI Performance Shares awarded to the MB in accordance with the RP2011aa in the years 2012, 2013 and 2014 vesting respectively in 2015, 2016 and 2017.

EXPLANATORY NOTE TO AGENDA ITEM 5

5. Annual Accounts 2013

5.2 Adoption of the Annual Accounts

Reference is made to the annual accounts for the year 2013 which are published in the Annual Report 2013 on pages 122 to 200. Although the annual accounts result in a net profit of USD 111 Million, the Company's cash flow is still negative and in order to further strengthen the Company's balance sheet it is proposed not to distribute dividend for the year 2013.

EXPLANATORY NOTE TO AGENDA ITEM 6

6.1 Discharge ("*decharge*") of the Managing Directors for their management during 2013

This agenda item includes the proposal to grant discharge to the Managing Directors for the performance of their management duties during the financial year 2013.

6.2. Discharge ("*decharge*") of the Supervisory Directors for their supervision during 2013

This agenda item includes the proposal to grant discharge to the Supervisory Directors for the performance of their supervisory duties during the financial year 2013.

EXPLANATORY NOTE TO AGENDA ITEM 7

Corporate Governance: Summary of the Corporate Governance policy

Reference is made to the Corporate Governance chapter which is included on page 42 and following of the 2013 Annual Report where the Company's Corporate Governance policy is explained.

EXPLANATORY NOTE TO AGENDA ITEM 8

Appointment of PricewaterhouseCoopers Accountants N.V. as the external auditor of the Company

As announced at the AGM of 2013, and in anticipation of the coming into force of the new Dutch Audit profession Act (WAB), the Management Board carried out a selection process for the appointment of a new external audit firm. As a conclusion of this selection process the Management Board, with the support of the Supervisory Board proposes to appoint PricewaterhouseCoopers Accountants N.V. as the external auditor of the Company for a period of four years.

Two major audit firms with the ability to provide services in the countries where the Company operates were asked to make a proposal. A third audit firm with the required ability to perform services internationally was disregarded due to a conflict of interest. The two candidate audit firms performed a thorough due diligence. The Management Board selected the preferred candidate on the basis of a set of criteria which included, but were not limited to audit team composition, relevant technical expertise and commercial offer and submitted its proposal for the appointment of the new external audit firm to the Audit Committee who supported the proposal. The Supervisory Board subsequently endorsed the recommendation of the Audit Committee.

EXPLANATORY NOTE TO AGENDA ITEM 9

Authorisation to issue ordinary shares and to restrict or to exclude pre-emption rights

9.1 Designation of the Management Board as the corporate body authorised – subject to the approval of the Supervisory Board – to issue ordinary shares and to grant rights to subscribe for ordinary shares as provided for in article 4 of the Company's Articles of Association for a period of 18 months

In accordance with article 4 of the Company's Articles of Association it is proposed to authorise the Management Board, subject to the approval of the Supervisory Board, to issue ordinary shares and to grant rights to subscribe for ordinary shares. The authorisation is limited to 10% of the issued ordinary shares as per the 2014 Annual General Meeting of Shareholders, which percentage will be increased to 20% in case of mergers and acquisitions.

This authorisation is requested amongst others to allow the Management Board to react in a timely way with regard to the financing of the Company. The period of the requested authorisation is 18 months as of the date of the 2014 Annual General Meeting of Shareholders.

9.2 Designation of the Management Board as the corporate body authorised – subject to the approval of the Supervisory Board – to restrict or to exclude pre-emption rights as provided for in article 6 of the Company's Articles of Association for a period of 18 months

In accordance with article 6 of the Company's Articles of Association it is proposed to designate the Management Board as the corporate body authorised, subject to the approval of the Supervisory Board, to restrict or to exclude pre-emption rights in connection with the issue of and/or the granting of rights to subscribe for ordinary shares in accordance with section 2:96 of the Dutch Civil Code. As it is the case for the proposal referred to under agenda item 9.1, the designation is limited to a period of 18 months as of the date of the 2014 Annual General Meeting of Shareholders.

In accordance with article 6 of the Company's Articles of Association, this proposal must be adopted with a majority of at least 2/3 of the votes cast if less than half of the issued share capital

is represented at the General Meeting of Shareholders. If half or more of the issued share capital is represented, the resolution can be adopted with a simple majority of the votes cast.

EXPLANATORY NOTE TO AGENDA ITEM 10

Authorisation to repurchase ordinary shares: authorisation of the Management Board - subject to the approval of the Supervisory Board – to repurchase the Company’s own ordinary shares as specified in article 7 of the Company’s Articles of Association for a period of 18 months

In accordance with article 7 of the Company’s Articles of Association a request is made to authorise the Management Board, subject to the approval of the Supervisory Board, and without prejudice to the provisions of section 2:98 of the Dutch Civil Code, to acquire ordinary shares representing a maximum of 10% of the Company’s issued share capital as per the 2014 Annual General Meeting of Shareholders. The period of the requested authorisation is 18 months as of the date of the 2014 Annual General Meeting of Shareholders.

With regard to the ordinary shares, the mandate is requested to acquire ordinary shares at a price per ordinary share between the nominal value of the ordinary shares and 110% of the average price of the ordinary shares on NYSE Euronext Amsterdam N.V.’s stock exchange during the five trading days prior to the acquisition.

This authorisation to repurchase shares provides the Management Board, with the approval of the Supervisory Board, the required flexibility to fulfil its obligations deriving from employment related share plans, stock dividend or for other purposes.

EXPLANATORY NOTE TO AGENDA ITEM 11

Composition of the Supervisory Board:

11.1 Re-appointment of Mr F.J.G.M. Cremers as a member of the Supervisory Board

The Supervisory Board resolved to make a non-binding proposal to the General Meeting, in accordance with Article 23 of the Articles of Association of the Company, to re-appoint Mr F.J.G.M. Cremers as a member of the Supervisory Board for a second term of office of 4 years, expiring at the Annual General Meeting of Shareholders of 2018. If the General Meeting appoints Mr F.J.G.M. Cremers as a member of the Supervisory Board, Mr F.J.G.M. Cremers will also be re-elected by the Supervisory Board as its vice-chairman and chairman of the Audit Committee..

Mr F.J.G.M. Cremers was born in 1952 and has the Dutch nationality. He graduated as a Master in Business Economics at the Erasmus University of Rotterdam in 1975 and obtained a PhD in Business Finance from the same University in 1979.

Mr F.J.G.M. Cremers has more than 20 years of experience in the Oil and Gas business from his international career with Royal Dutch Shell (1975-1996) where he became CFO of Shell Expro UK. Mr Cremers then moved back to The Netherlands to join VNU N.V. as CFO and member of the Board of Management until his retirement in 2004.

Mr F.J.G.M. Cremers is vice-chairman of the supervisory board of Nederlandse Spoorwegen N.V. and of Royal Imtech N.V. and member of the supervisory board of Royal Vopak N.V., Luchthaven Schiphol N.V., Unibail-Rodamco S.E. and Parcom Capital B.V. He is a member of the Capital Markets committee of the AFM and a member of the board of the Foundations Preferente Aandelen Heijmans and Preferente Aandelen Philips. Mr F.J.G.M. Cremers does not own any shares in SBM Offshore N.V.

The Supervisory Board believes that it is important for the functioning of the Supervisory Board to retain Mr F.J.G.M. Cremers' experience as a Supervisory Board member and chairman of the Audit Committee.

11.2 Re-appointment of Mr. F.R. Gugen as a member of the Supervisory Board

The Supervisory Board resolved to make a non-binding proposal to the General Meeting, in accordance with Article 23 of the Articles of Association of the Company, to re-appoint Mr Francis R. Gugen as a member of the Supervisory Board for a second term of office of 4 years, expiring at the Annual General Meeting of Shareholders of 2018. If the General Meeting appoints Mr Francis R. Gugen as a member of the Supervisory Board, Mr Francis R. Gugen will also be re-elected by the Supervisory Board as chairman of the Appointment & Remuneration Committee, dealing with remuneration matters.

He is a former CEO and Finance Director of Amerada Hess Corporation in Europe.

Mr Francis Gugen was born in 1949, is a British national and is a qualified chartered accountant. He is currently Chairman of the Board of Petroleum Geo-Services ASA and of IGas Energy plc, and of the privately held Chrysaor Limited and Fraudscreen Ltd.. He is also Chairman of Raft, a medical research charity and of various of its associated companies. Mr Francis Gugen does not own any shares in SBM Offshore N.V.

The Supervisory Board believes that it is important for the functioning of the Supervisory Board to retain Mr F.R. Gugen's experience as a member of the Supervisory Board and as chairman of the A&RC dealing with remuneration.

11.3 Appointment of Mrs L. Armstrong as a member of the Supervisory Board

The Supervisory Board resolved to make a non-binding proposal to the General Meeting, in accordance with Article 23 of the Articles of Association of the Company, to appoint Mrs. Lynda Armstrong OBE as a member of the Supervisory Board for a first term of office of 4 years, starting on 1 July 2014 and expiring at the Annual General Meeting of Shareholders of 2018.

Mrs Lynda Armstrong was born in 1950 and is a British national. She is a geophysicist by training and earned her Masters Degree from Durham University. She has over 30 years' natural resources experience, starting her career at Shell's North Sea oil fields. Mrs Armstrong has worked in a variety of senior roles with Shell, including Director UK Exploration and New Business development, completed a three year secondment as Exploration Director of Petroleum Development Oman, a joint venture between Oman and Shell and lastly Technical Vice President for Shell International in The Hague. Mrs Armstrong retired from Shell in 2010.

Mrs Lynda Armstrong was awarded the Order of the British Empire for services to the UK oil and gas industry in 2002. She is Chairperson of the trustees of the British Safety Council and a non-executive director of Central Europe Oil Company since 2010 and a non-executive director of Kazakhmys plc., since October 2013. Mrs Armstrong does not own any shares in SBM Offshore N.V.