MINUTES

of the General Meeting of Shareholders of SBM Offshore N.V. ("SBM" or the "Company"), held on 17 April 2014 at 2:30 pm at the Hilton Hotel in Rotterdam

A total of 102,936,084 ordinary shares were represented at the meeting. This represented 49.31% of the total issued share capital out of a total of 208,747,188 issued ordinary shares.

1. Opening

The Chairman opened the meeting and welcomed all those present. The Chairman stated that this year the meeting would be held in English. Simultaneous translation facilities were available. All the members of the Supervisory Board and the Management Board and the Company Secretary, Mr Verwilghen, were present. The minutes were taken by Professor Van Olffen, Notary at De Brauw Blackstone Westbroek. The meeting was recorded on audiotape for the purpose of minute-taking. The Chairman stated that the electronic voting system would be used and that he would explain the functioning of the system before voting.

The Chairman stated that the invitation and the agenda with attachments for this meeting were published on 4 March on Securities Info, ABN AMRO E-voting and the Company's website. The agenda with attachments, the annual report and the consolidated financial statements were made available free of charge at the offices of the Company and those of ABN AMRO in Amsterdam and on the website of the Company. They were sent to those shareholders who requested hard copies. The Chairman informed the meeting that there had been no request from shareholders holding 1% or more of the ordinary shares for including additional items on the agenda. The registration date to attend this AGM was 20 March and notification of attendance at this meeting was possible until 10 April. In accordance with the Corporate Governance Code, the draft minutes of last year's AGM were posted on the Company's website within three months. No remarks were received. The minutes were subsequently adopted and posted on the Company's website.

The Chairman concluded that all legal and statutory requirements had been satisfied and that the AGM had the capacity to adopt resolutions as per the meeting agenda. He announced that as of the registration date, the total issued share capital of the Company amounted to EUR 52,168,779, divided into 208,747,188 ordinary shares with an equal number of votes.

The Chairman stated that the year 2013 was a turning point in the recent history of SBM, with key features being the completion of all but one of SBM's legacy projects; the review of SBM's strategic positions and project management principles; the financing of the Company; the focus on business ethics and the enhancement of the Company's compliance programme. On 12 March 2013, the

Management Board announced that it had reached an agreement with Talisman Energy Norge A.S. to terminate the YME MOPUstor project for a settlement contribution by the Company of USD 470 Million. This was a condition precedent for a rights offering of 18,914,221 ordinary shares which was fully underwritten by HAL Investments B.V. The Management Board was able to announce on 17 April 2013 the successful closing of the rights offering with an uptake of 97.7% with a balance of 2.3% going to HAL Investment B.V. The rights offering enabled the Company to strengthen its balance sheet. The Deep Panuke MOPU for a Canadian client received production acceptance notice in December 2013 and is now formally on hire.

The Chairman stated that the Company was awarded orders for three leased FPSOs, two from Petrobras and one from Shell. In a press release of 2 April 2014, the Company presented the findings of the internal investigations into alleged improper sales practices. In respect of Equatorial Guinea and Angola there is some evidence that payments may have been made directly or indirectly to government officials. In respect of Brazil there were some red flags, but the investigation did not find any credible evidence that the Company or the Company's agent made improper payments to government officials including state company employees. In an earlier press release on 31 March, Petrobras announced that its internal investigation yielded no evidence of improper sales practices by SBM. Mr Hepkema, SBM's Chief Governance and Compliance Officer, will address this point as part of the Management Board report.

The Chairman asked to limit the questions to three per intervention. Persons who wanted to ask questions were requested for the record to clearly state their name and if applicable, the organisation the speaker was representing. The Chairman asked for cell phones to be switched off during the meeting.

2. Report of the Management Board for the financial year 2013 (*Information*)

Mr Chabas, SBM's Chief Executive Officer, informed the meeting on the Company's performance, financial results and the outlook for the upcoming years.

2013 in Context

At the beginning of the year, SBM concluded an agreement with Talisman about the YME project. The Deep Panuke platform in Canada was put into production at the end of the year. The delivery of the Cidade de Paraty project was done on time and on schedule to the satisfaction of Petrobras. It is the first project by SBM managed in a way to ensure an alignment between the execution centre doing the fabrication of the FPSO and the operating team. Receiving the FPSO for production during a period of ten to fifteen years. In doing so, SBM made an improvement in its way of operating, and improved the time to commissioning of these FPSOs by roughly 30%. We also delivered the OSX2 FPSO for OSX. This project was delivered without any potential liability vis-a-vis the client, was delivered on time and SBM was paid in full despite the fact that the client had filed for bankruptcy. The second highlight relates to performance in terms of uptime of SBM's fleet. SBM is selling the ability to provide FPSO's to the oil and gas industry, not only in terms of CAPEX, but more importantly in terms of operating those assets over a long period of time. Having the ability to operate those FPSOs and to generate cash flow to SBM's clients is absolutely critical to the success of the Company. Last year, SBM had an uptime in the fleet of more than 99%.

Macro View

The third highlight relates to the 2013 financials. Under IFRS, revenue increased year on year by 32%. From a Directional point of view, however, revenue increased by 13%. At the beginning of the year, the Company did a rights offering for an amount of USD 274 Million. New financing was ensured for an amount of USD 1.2 Billion. By the end of the year, the Company was restructured financially and we started demonstrating that the actions taken to refocus the Company's strategy started to bear fruit.

SBM has two sets of numbers. IFRS requires us to recognise revenue early, but will only be generated over the coming ten to fifteen, twenty years. The IFRS system results in a disconnect between the cash- flow still to be generated, and the P&L presented under IFRS numbers. The IFRS numbers are the official numbers of the Company and are audited by the external accountant. In addition, we have developed Directional numbers which give a better picture of the economics of the Company and indicate which cash flow is actually generated by the Company. In IFRS numbers, SBM generated USD 4.8 Billion of revenue in 2013 and a net income of USD 111 Million despite a significant write-off which will be discussed later on.

Safety

The safety result for the year did not show a significant improvement year on year. In fact they were flat to slightly up as regards lost time incident frequency or total recordable incident frequency. There was a significant reduction in high potential events or near misses over the period from 2012 to 2013.

Backlog

The level of backlog increased under Directional numbers from USD 16.5 Billion to USD 23 Billion, the highest level the Company has ever had. Out of the total backlog of USD 23 Billion, USD 20.1 Billion is for the lease and operate activity, which gives a visibility of more than 14.5 years on average for the contracts we have in hand. SBM's position is unique in having such a long time frame ahead of us in terms of backlog and cash flow to be generated. For 2014 and 2015 we expect lease and operating revenue at a level of roughly USD 1 Billion. By 2016 we expect to see a jump in the level of backlog and activity due to new assets being added to the operating fleet and beginning to produce, like CdM and CdS. At the end of the year, Turnkey activity was at USD 2.9 Billion of revenue, which is going to be done through 2014 and 2015 with a remaining activity in 2016. This two year visibility is the usual profile of a contractor, but because of the specificity of SBM in the lease and operate activity, SBM has a long and strong visibility on cash flow generated by the lease and operate activity.

Market

Firstly, SBM offers technical solutions to its clients by developing FPSOs in ultra-deep water in oil and gas fields which are challenging. SBM developed that technology over the years and SBM has kept investing over the past two years despite financial difficulties and that really makes the difference in the market. The second aspect is the local content. It is the ability to do the construction of the solution which we offer to our clients locally, either in Brazil (with our joint venture with Synergy in the yard called Brasa) or in Angola (where we developed a yard called Paenal). This ability to construct locally is critical to our success. Last but not least, because we are under a lease and operate activity, there is a need to provide financing and over the years SBM has been able to provide different and innovative types of financing.

2013 Review

The production acceptance notice for the platform on the Deep Panuke field was achieved in December. Over the winter period, which is the highest peak of production for our client in Canada, the platform has been producing according to the specification and to the satisfaction of our client.

Compliance

An internal investigation into potentially improper sales practices was started at the initiative of the Company two years ago. External law firms, Paul Hastings in the US and De Brauw in the Netherlands, were used to conduct this investigation on behalf of SBM, with absolute full transparency and full access to everyone and everything. Three countries were reviewed in detail: Angola, Equatorial Guinea and Brazil. Thousands of documents were reviewed. There is some evidence that in Equatorial Guinea and in Angola, payments may have been made directly or indirectly to government officials. There were certain red flags in Brazil, but no credible evidence of improper payments to government officials. Other countries have also been reviewed. The conclusion of the investigation's activities does not mean the matter is concluded. We have provided our investigation and the results to the authorities; it is for them to come back to us and they may have further questions.

This investigation into potentially improper sales practices demonstrates that we want to implement a new culture in the Company, a culture of transparency. SBM made the investigation public from the beginning: In April 2012, SBM decided to make this public to the investment community and to our clients, also with the opportunity to really bridge the gap, spend some time with our clients, to explain what was happening and to be transparent. It also gave us the opportunity to change our compliance programme, to invest in a significant training programme, to invest in different ways of doing things and to put new practices into the industry. In countries where we have a significant presence, we will no longer be using sales agents. We are going to work directly with our clients to understand better what our clients want, to be able to adapt our product to their needs and provide them with better solutions. We have been receiving positive feedback from our clients.

Higher Standards

We delivered two FPSOs: the Cidade de Paraty and OSX-2. We have seen the team energy in terms of working as one group in SBM. We started to implement this new strategy two years ago and on the Cidade de Paraty, we saw a difference on how we were working together which reflected positively on the operating result and on the financial result.

The delivery of OSX-2 was on time and on budget to the satisfaction of our client without incurring any financial exposure due to the financial distress of the client OSX. We have the ambition to be able to provide local content which we did on the Cidade de Paraty with more than 65% of the fabrication done locally, with some module fabrication done locally in Brazil. We delivered this project again on time and within the budget.

We were awarded in 2013 two projects in direct negotiation with our clients, Shell and Petrobras. With Shell, we were awarded the Stones project because of our technical knowhow, an FPSO in 3,000 meter water depth which needs to be capable of being disconnected to address hurricanes.
The second project was awarded to SBM by Petrobras for the supply of two leased FPSO's, CdM and CdS. In 2013, SBM had a portfolio of seven FPSOs under construction and three turrets. A turret contract has on average a value of USD 500 Million.

2013 Financials

I already mentioned the difference between our audited results which follow the IFRS standards and the Directional numbers. The IFRS accounting standards require us for leased FPSOs to recognise revenue now whereas this will only be invoiced over a period of up to twenty years. Under IFRS numbers revenue is USD 4.8 Billion. Because there is such a difference between our P&L in terms of revenue and what we can invoice and the cash we can generate over time, our finance team developed a new way to provide information to our shareholders which gives a better idea of cash generation. Directional Reporting shows a revenue of USD 3.4 Billion, which compared to the IFRS number is a difference of almost USD 1.4 Billion. I want to point out that for the backlog under IFRS, you need to add back under the IFRS backlog the revenue which has already been included in the P&L to be generated in the future. The backlog under IFRS is less than USD 20 Billion while under Directional Reporting, it is at more than USD 23 Billion. A quite significant difference of USD 3.2 Billion.

Underlying Directional Performance; increase in revenue of 13% year on year. As regards gross margin and EBIT and the bridge between the underlying figures and those shown to you before, in the underlying figures for the gross margin, we are taking out all of the impact of the YME project, we are taking back all the impact of the Deep Panuke project and we are also taking back the re-evaluation or the downgrading of the value of some of our assets. We are looking at a one-off in 2012 at gross margin level of USD 588 Million and for 2013 of USD 464 Million. Looking at the underlying Directional gross margin, we see an increase in our performance by just over 29% year on year. Looking at the underlying EBIT, disregarding the profit made on the divestments or the consolidation of some of the joint ventures which were not consolidated before, we see an increase in the underlying EBIT by almost 36% year on year. So quite a good performance for 2013 compared to 2012.

Dividend policy

SBM intends to propose a dividend policy based on free cash flow in the payment year. This is operating cash flow minus the investments. The dividend is derived from the Directional net income. SBM intends to have a pay-out ratio between 25% to 35% of the Directional net income. This will be discussed at the next general meeting. We do not expect to have a positive cash flow in 2014, and therefore SBM does not intend to declare any dividend.

Outlook

Today, 30% of the oil being produced worldwide is produced offshore. Most of the developments are going to be done in deep water, in more than 2,000 meter water depth. The same applies for the gas development, where the development will be taking place in more than 1,500 meter water depth (1,500-2,000 water depth). In the coming five or ten years, there is a huge potential for new fields to be developed in deep water where the technology of SBM Offshore and the ability to develop fields in remote areas where oil is more difficult to extract are key for the solutions to be developed for our clients. The cost of the new developments is also increasing. The time to development has increased from what it was in 2006, from five years roughly to now almost seven years between the discovery of a field and the start of the development of the field. This is an increase of 32% which is going to have a negative impact in the short-term on the volume of activity in our industry.

In 2013, five FPSOs were awarded in the medium sized FPSO-market, the target market of SBM. Five other FPSOs were awarded either in the new field or in the small FPSO market. Ten FPSOs were awarded in 2013 in total. In mid-2013, analysts were expecting an increase of the awards of more than 40% with 14 FPSOs to be awarded year on year. SBM was sceptical about this in particular due to the fact that the costs of development were increasing significantly. Our clients want to decrease their costs of development. SBM made another assessment of the market by the end of the year. We made this public when we published our full-year result. Instead of 14 awards in 2014, we see a reduction in the expectation to eight FPSO awards in 2014. In the market which SBM is targeting (medium to large FPSOs) we see five FPSOs to be awarded compared to five FPSOs awarded in 2013. No change in the overall market for SBM, but an overall change in the global market.

SBM's dilemma is linked to the fact that the potential in our market is extremely good. Our expectation is that in 2015, the world market of the new FPSO to be provided to contractors will still be in the range of ten FPSOs out of which eight FPSOs will be in the target market of SBM. Quite an increase in activity, whilst we are going to see a dip in activity in 2014.

SBM's strategy was linked to FPSOs, the core focus of SBM. SBM needs to expand this strategy a bit, recognising the specificity and the strength of SBM. The first aspect is FPSO full life-cycle to keep furthering and basically increasing SBM's productivity. The second aspect is mooring technology. SBM has done all the large turret moorings in the world and wants to further lead in this market and to bring new solutions to the market. The decision of the Company has been to keep the offshore installation branch of SBM and to focus on the installation of deep water structures. The third aspect is the development of new products such as FLNG. SBM is also developing TLPs or Semis as an alternative to an FPSO.

SBM has three programmes which are going to cost around 3% of our turnover in terms of investment to further the strength of SBM. SBM is increasing the maintenance programme (first programme) because the average life of a contract is increasing. We have more than fourteen and a half years of average contract life for our FPSOs and our clients are looking at contract extensions for these FPSOs. SBM needs to make investments to expand the life of these FPSOs to be competitive. Odyssey 24 (second programme) is a transformation programme to streamline and to address the basics and the fundamentals of the Company and our way of doing business. SBM invests in technology (third programme), because technology is a critical point. We have been investing in technology more than any of our competitors. We are trying to find new solutions to the market and to our clients.

Guidance for 2014

Guidance is based on Directional Reporting on the basis of a conservative award assumption for the 2014 market. SBM is looking at revenue which is at least at 2013 level: USD 3.4 Billion. SBM is looking at the same level of revenue between 2013 and 2014 spread over the lease and operate and turnkey businesses.
This concludes the Management Board presentation and I thank you for your attention.

Ms Lindeman *(MN Services, Robeco and ING Fund Management)* said she was pleased with the clarity over the bribes, but that it remains to be seen what the authorities in the Netherlands and the United States will decide. What were the expectations regarding decisions by the authorities in the Netherlands and the United States (first question)? What possible risks could arise from the decisions (second question)? Could you give updates on the situation more frequently, even if the authorities have not communicated their decisions yet (third question)? What is the situation regarding the implementation of the anti-corruption and bribery policy and could you give examples of this (fourth question)? Given that most of the instances of bribery occurred among the agents, what has been done to prevent that from happening in the future (fifth question)? Compliments on the integration of the sustainability report into the financial report. Why were the sustainability targets not included in the corporate strategy (sixth question)? Has the company formulated targets (which ones?) regarding corporate strategy (seventh question)?

The **Chairman** asked Mr Sietze Hepkema to answer these questions.

Mr Hepkema, SBM's Chief Governance and Compliance Officer, said that immediately at the start of the investigation the Company decided to inform the market. The new management wanted to put transparency high on the agenda. One of the consequences is that when you put something in the news like that, people expect to hear about it. The first year was spent mostly investigating. The investigators presented their findings around March last year and we started to communicate about it. We have been transparent and the February Wikipedia incident is regrettable in that it apparently was necessary to remind people that this was going on. No information is available as to the expectations on the outcome (first question) with the authorities. On possible outcomes (second question) I can't really give you anything at this stage. It really is up to the authorities. Certain analysts are speculating about the level of a possible fine. I would also expect the authorities to look at the Company's compliance policies and compliance management. We will try to give quarterly updates even if there is no more to say than “no update”. You can expect an update at least every quarter. The Company has done a lot over the last few years on implementation of anti-corruption policies (fourth and fifth question). A lot of emphasis has been placed on trainings. The people with exposure to clients and agents have had face-to-face trainings. Our investigators and our forensic accountants looked at the controls and we have followed up on all of their recommendations. We have increased the awareness both from the top and throughout the ranks of the Company. We have stopped using agents in countries where we have an in-country presence. We will continue to use agents in businesses other than the FPSOs (such as terminals) in places where we do not have our own presence. Since 2012, payments to all of our agents have been stopped and all agents were subject to due diligence. That has resulted in the discontinuation of some agents and the continuation of others. As to compliance, we have enhanced the requirements in our contracts with agents.

Ms Lindeman *(MN Services, Robeco and ING Fund Management)* asked about the kind of controls the Company has implemented.

Mr Hepkema said that it is basically strengthening the internal control systems of the Company, such as tracking payments to agents to specific agreements and specific accounts. Thank you for the compliment for the integrated reporting (seventh question). Steps that we take towards integrated reporting (sixth question) ask a lot of our resources. It would be great if sustainability targets were part of our corporate strategy. For this year we will focus on canvassing within the Company what the people who work for us think the sustainability targets should be and we will then incorporate them into our strategy (bottom up).

Mr Van Berkel stated that he heard that Total in Angola is going to develop an ultra-deep water field and that they are going to use for that two FPSOs based on VLCCs to be converted, and Saipem is the preferred bidder. Saipem is normally not a company that provides FPSOs or operates FPSOs. Sometimes they are successful but they are not really an FPSO supplier. In Angola, SBM has created a very strong position for itself. They have built a yard to increase local contents and they have extensive training programmes to train local personnel. It is surprising that the message is now in the market that Saipem is going to get the order for these two big FPSOs in ultra-deep water. What is SBM's position in this project (first question)? What strategy is being used in Angola to keep the leading position for FPSOs (second question)? Is the SBM yard, which was established in Angola by SBM at a lot of effort and a lot of money, now going to supply the local contents to one of our competitors (third question)? Agents are rather unavoidable in this type of industry, but I agree with you that misuse of it and bribery should be prevented. The big investigation has resulted in a lot of false press reports where people talked about USD 107 Million in bribery payments. We have some evidence that about USD 200 Million was paid as commission to agents. The total amount is not bribery money, a big part probably is compensation for agents and services. If you take USD 200 Million over five years, it is USD 40 Million per year and in proportion to the turnover, this may not even be 2%. In this type of market, a commission of 2% is not excessive.

Mr Chabas stated that the first question was related to the Kaombo field development in Angola. In this tender, SBM competed with Saipem and Modec. SBM has made a competitive offer. It is a tender which today seems to have been awarded as you say, to Saipem, who said that they were not interested in the FPSO market anymore. Your question concerning the reasons for the award to Saipem should be addressed to Total. We have not had any formal debriefing with them. We are intending to do that, to better understand what is happening and what we could do better going forward.

Increasing the order book is easy. More important is to increase the order book of the Company with projects that generate value for our shareholders, with the right margin level. In 2012, there was an award of only one FPSO into our market segment. It was an award which was made to one of our competitors with a 40% price difference compared to SBM's pricing level. We were able to send a signal to the market that we cannot keep going after projects with a low level of margin and a low level of prices. We are trying to link with our clients in order to provide more value to them, but we are not going to take projects at negative or zero margin.

Our policy has been from 2012 to be transparent, and that is why we issued a report two or three weeks ago on the outcome of the investigation. In Brazil, the level of agency fees paid over the past five years was in the range of USD 130 Million. At that time, we had only four employees in Brazil. We were not able to provide all the services to our main client Petrobras, and we had to use local resources through our agent. Today we are in a different position. In Brazil we have more than 3,000 employees, more than 200 employees working directly on the engineering front and working directly with the clients.

Mr Hepkema mentioned that the position in Angola (second and third question) is no different from the position in other countries where the Company has invested in local content. SBM's clients are subject to the same international laws and regulations with rather extraterritorial effects and need transparent contractors. We do believe that our investment in local content and in relationships with our clients is the way to work. We could not have discussions with someone who is blackmailing us and we did come out with the facts as soon as we could. Two hundred Million USD in commissions is indeed not the same as 200 Million in bribes.

Mr Keyner *(VEB and retail investors)* stated that the kind of work SBM is doing from a technical point of view is at the very top of what humans can do. The kind of challenges that you manage to overcome are tremendous. From a financial point of view, it is a dream for many companies to have an order backlog like you have for years to come, which means the Company can plan well, which is also essential for us as shareholders. It is also important that you are not being pulled into a bidding process and trying to get a project at any price. It is also very important that you have the luxury to do that. However, there is one legacy issue which is the potential corruption issue. The vast majority of penalties on companies are not levied on US companies, they are levied on non-US multinationals. Could you give an indication of the US's governmental power (first question)? Is it possible for the US government to force Angola to put you on a black list (second question)?

Mr Hepkema replied to the question on the power of the US government (first question). As you may have seen in our communication, we consider the Dutch OM as the primary jurisdiction and we informed the US Department of Justice at the same time as the Dutch authorities, two years ago, because at that time the facts were not clear and because the Department of Justice is an agency that you would want to include if you think there is something going on at a global scale. Although SBM is not registered with the US SEC and SBM is not listed in the US the US government has a fairly extraterritorial reach. The Department of Justice in the US has an interest in other countries pursuing the same anti-bribery causes in order to create a level playing field and I feel certain that they would want to see the Netherlands taking an active interest in combatting bribery whereas up to now the Netherlands have been seen to not be very active in that field. Fines are never levied to such an extent that they kill a company. The combination of your remedial efforts as regards self-reporting and other things that companies do to reduce the potential size of the fine are especially taken into consideration by the Department of Justice. The possibility of making Angola put us on the black list (second question) is quite complex. I think the short answer is no.

Mr Keyner (*VEB*) asked whether SBM has any kind of insurance against low-level agents or employees being involved in bribery and what kind of coverage is included?

Mr Hepkema stated that the Company has a general fraud insurance. We are not looking here at employees that are engaging in fraud. Agents are not employees. We do not rely mainly on insurance in this particular case.

Mr Dirkzwager read in the CEO message, "We expect our teams to start by listening to the client." "Our industry faces conditions different from 12 months ago (page 3)." Can you explain what that means (first question)? In 2013 the score achieved for transparency was 59 and, in 2012, the score was 132 (page 11). Perhaps you could explain that (second question). I have not read any analysis of the YME settlement in the annual report (third question). In this morning's newspaper I read in an interview with Mr Van Rossum that SBM is considering building new oil platforms. In the annual report for 2011 you say, "It is essential for SBM to focus exclusively on our core competence, the FPSO." Can you explain that (fourth question)?

Mr Hepkema said he would ask the organisation in question why SBM's score, which is relative, has come down (second question).

Mr Chabas stated that in order to provide the best solutions to our clients, we need to listen and to understand our clients to tailor our solution to their needs (first question). A client is not only the external client, but also the internal client. That is part of the overall transformation of the Company. The third question was linked to changes in the market. Our clients request SBM, as contractor, to become more productive. On the YME analysis, SBM decided at the time to bid on a number of projects outside the scope of the Company. Under the new strategy, the first step was to refocus the Company on the floating production systems and prioritise the converted FPSO market. SBM's strategy means not only the converted FPSO market, but also the turret mooring or the mooring technology, and the development of new technology.

Mr Van Rossum, SBM's Chief Financial Officer. We talked (fourth question) in the interview about building generation 3 FPSOs. This is a converted super-tanker that carries up to 24,000 tons of topsides on its deck. The weight of the Eiffel Tower is 10,000 tons. So we take 2.4 Eiffel Towers on top of a super-tanker which was never built to carry that on its deck and which was basically built to carry 1.8 Million barrels of oil inside its hull. To go from generation 3 to generation 4, it becomes more complex, those tankers are simply not good enough anymore. Maybe in the future we have to start thinking about maybe doing things differently. That is the story, we are not going to build platforms.

Mr De Buijzer asked to explain the technical difference between the YME project and the Deep Panuke project, both large TLP projects (first question). Will this Deep Panuke project contribute to EBIT in the coming years or is that more or less a break even situation (second question)? Is Atlantia in the US, which developed mini-TLPs, still an SBM company and is that included in part of your divestment plans for the coming years (third question)? What does a red flag mean as far as Brazil is concerned (fourth question)? On dividend policy (fifth question) I agree on basing it on cash flow and not on accounting, but as long as the Company continues to grow, then you will probably invest more than your cash flow and we will never see a dividend. It is unusual to extract expansion CAPEX from operational cash flow to determine the free cash flow. This is not normally done, only maintenance CAPEX is reduced from cash flow there.

Mr Chabas replied to the first question on the difference between the YME and Deep Panuke project. The relationship with Encana has been much better throughout the life of the project than the relationship with Talisman. The combination of not having a good relationship with the client, not communicating properly, having strong disagreements on a number of subjects rather than trying to find a common solution, has led to the outcome. The Deep Panuke project will contribute to EBIT (second question). SBM bought Atlantia thirteen years ago (third question). Licences linked to the Atlantia acquisition are still there. The TLP know how is still within the Company. There is an execution centre in Houston, which does a number of projects including looking at potential TLPs.

Mr Hepkema noted that a red flag is a compliance term for warning signals (fourth question). One of them is the absolute size of the amount of the commissions.

Mr Van Rossum stated about the dividend (fifth question) as follows: SBM is going through a period of growth and, in fact, we are going from a company that is building generation 1 and generation 2 FPSOs (roughly USD 500 Million to USD 1 Billion a piece) to a one that is actually building generation 3 FPSOs (USD 1.8 Billion a piece). Those FPSOs will start to generate revenue at a day rate, which is much higher than with generation 1 and 2. We see a significant increase in the revenue from the fleet at around USD 1 Billion level in 2012, 2013 to around USD 1.5 Billion to USD 1.6 in 2016. Some 50 to 60% increase in revenues based on less than a handful of generation 3 FPSOs. SBM is investing in those FPSOs today. The total amount of CAPEX in 2013 was around USD 1.3 Billion to USD 1.4

Billion. It is not enough to generate positive cash flow, but that is a temporary stage, while we go through a three-year period turning the company SBM from a generation 2 into a generation 3 FPSO building company.

Ms Roeleveldt (*VBDO*). We have two compliments. First of all we are very impressed that for the fourth consecutive year you have been chosen to be listed in the Dow Jones Sustainability Index, which is important. It ranks you among global companies like Samsung, Microsoft, but also like your client Petrobras and peers like Schlumberger and Technip. We are pleased to hear that you have appointed a new CSR manager. The transparency benchmark was a typing error, because looking at the real figures of the transparency benchmark, it is 95 instead of 59. The figure has been stable over the last three years. Could you give more clarification about how to extend the life of your products in your Odyssey 24 programme (first question)? What measures are you taking in the equipment design phase to cater for the second life of equipment (second question)?

Mr Chabas mentioned that if you are close to the client, the client will tell us which type of extension they would like to have for their project (second question). If you know this and spread maintenance investment over a period from three to five years to extend the life of an asset or to reinforce some of the structure, you can have a proper discussion with the client to extend the life of this asset for a period of two to five years or more, because of preventive maintenance so as to postpone a decommissioning or a full refurbishment.

Mr Van Rossum stated that the Company is growing very quickly, at the beginning of 2012 there were around 6,000 employees, and today there are over 10,000. SBM is getting into more complex systems and facing work in areas with government compliance systems of different levels than what we have seen in the past. In Odyssey 24 (first question), we are addressing eight different areas. The key areas are intended to make sure that the way we cooperate to work as one inside SBM, this is being facilitated. Setting up good category management, using the leverage that we have by combining the purchase power of the projects that we execute from Houston, from Kuala Lumpur, from Schiedam, from Monaco and making sure that we are not competing with the same supplier from two different parts of the world. The HR factor is critical. How do we manage the talents that we have, and how can we get the best out of the people? We become more disciplined in the way it is working and we are going to raise the level of professionalism across the board.

3. Report of the Supervisory Board and of its committees for the financial year 2013 (*Information*)

The Chairman stated that, as mentioned in the report of the Supervisory Board in the annual report (page 26 and following), the Supervisory Board in the course of 2013 supervised the business and activities of the Company for a number of formal scheduled meetings, special or ad hoc meetings, conference calls and through regular informal contacts. The key issues that were reviewed in 2013 next to the recurring items are mentioned on page 27 and following of the Annual Report. The Chairman mentioned the final agreement reached with the client of the YME project and the receipt of the production acceptance notice for the Deep Panuke project. In a 2 April press release, the Management Board presented the findings of the internal investigation into alleged improper payments in the period from 2007 to 2011. The Supervisory Board received support from three committees (Audit Committee, Appointment and Remuneration Committee and Technical and Commercial Committee). The committees made recommendations to the Supervisory Board, who then endorsed these recommendations (report Audit Committee: page 29, of the ARC: page 29 and the Technical and Commercial Committee: page 30). The Supervisory Board followed up on the conclusions of the external assessment held at the end of 2012 on its own functioning and that of the three committees.

Regarding the composition of the Supervisory Board, the term of office of Mr Frans Cremers, Vice-Chairman of the Supervisory Board and Chairman of the Audit Committee, and of Mr Francis Gugen, member of the Supervisory Board and Chairman of the ARC dealing with remuneration matters, expires at this AGM. Both Mr Cremers and Mr Gugen have indicated that they are willing to stand for re-election and their reappointment is proposed under item 11. The Chairman stated that he was pleased to inform the shareholders that the Supervisory Board has resolved to nominate Ms Lynda Armstrong for election as a member of the Supervisory Board.

Mr Keyner *(VEB)* asked what recommendations there are as a result of the evaluation by the Supervisory Board?

The Chairman stated that it is the follow-up to the evaluation that was held at the end of 2012.There was no additional assessment at the end of 2013. Several items were established, particularly the communication between the Supervisory Board and the Management Board to ensure that the Supervisory Board is not drawn into executive-type activities. The involvement of a Supervisory Board increases with the level of difficulties or problems encountered by the Company. We have indeed learned to be extremely careful and extremely professional in satisfying the requirements of a Supervisory Board during a time where the whole Company has gone through a tough period. We have reviewed the committees and made sure that the committees are acting in the most effective way. We had weaknesses in the remuneration policy of 2011 and 2011 AA. It had been considered that the Appointment and Remuneration Committee could be improved. That was the outcome at the end of 2012. In our evaluation now, we believe that we have covered many gaps in this particular area. The same is true with the TCC, where TCC had become more and more technical. Now it is a matter of becoming more linked to the strategic work which is done in the Company, to take a longer term view as opposed to the short term view. That is what is meant with the follow up on the results of the evaluation of the functioning of the Supervisory Board in the course of 2012.

Mr Keyner *(VEB)* remarked that with hindsight one can conclude that certain things have gone wrong in the past and the Supervisory Board in his view had a big responsibility.

The Chairman stated that there are two different subjects. We reacted properly to the red flag and we have been looking at how the Company is managed. We have made changes to the Management

Board, we have followed up closely on how things were going, we have been kept informed in detail and we have had in depth discussions.

Mr Keyner *(VEB)* acknowledged that the Supervisory Board reacted very well and hoped that the Supervisory Board would be able to anticipate and ensure that it has a strong Management team. The strategy has been changed in a radical way, control mechanisms have been built up and the legacy is being cleaned up step by step. I am not criticising you on trying to repair the damage, but on trying to avoid the damage in the first place.

The Chairman asked Mr Cremers to give some answer on that particular score.

Mr Cremers, vice-chairman of SBM's Supervisory Board and chairman of the Audit Committee , stated that a Supervisory Board does not play an executive role and depends to a large extent on information from the Management Board. There were no red flags, whether from the internal reporting or from external sources until 2012. In early 2012, a lot of things went wrong. Not only on the six legacy projects but also on the alleged improper payments. Till that moment there was in his believe no reason for the Supervisory Board to take executive mode actions. From that moment on, a lot has been done. The CEO and CFO have left, there are now three members in the Management Board and Mr Hepkema is leading the compliance department. From that moment, the financing of the Company has been addressed with the Supervisory Board in detail. His main point was that when the Supervisory Board sees red flags, that is the moment the Supervisory Board cannot lean back. It has to probe, continue to assess the situation and sometimes take executive decisions and fire and hire. He believed the Supervisory Board from 2012 on has taken action as required.

4. Remuneration

4.1 Remuneration Report 2013 (*Information*)

The Chairman stated that new legislation came into effect on 1 January 2014, which required listed companies to report to the AGM on the implementation and review of the Company's remuneration policy as approved by the AGM of 2011, the RP 2011, as amended at the EGM of 2012, which led to the remuneration policy 2011 AA, AA meaning 'As Amended' (pages 33-41 and 150-154).

Mr Gugen, Chairman ARC, stated that this item is about the implementation of RP 2011 AA, the existing policy. The new policy that is being proposed, RP 2015, is a separate agenda item. In the opinion of the ARC (and the whole Supervisory Board), the Company now has an extremely strong management team. The management team has done a lot in terms of preventing more shareholder loss and creating shareholder value. This team took office in mid-2012 and delivered the completion of the legacy (with the exception of one), reviewed SBM's strategic position and introduced new principles, procedures, arrangements, etc. within the Company to operate more effectively. A major refinancing was necessary for the Company to be able to move forward and of course a completely renewed approach 'tone from the top' and approach to dealing with business ethics and the enhancement of the Company's compliance programme. We have taken all these things into account in actually implementing RP 2011 AA in financial terms for the management team.

4.2 Remuneration of the Management Board: Remuneration Policy 2015 (*Resolution – see explanatory note*)

Mr Gugen stated that there are two elements; the actual RP 2015 itself and an explanatory note explaining how that has moved on from RP 2011 AA. We have tried to be as comprehensive as possible in the papers which are now submitted to this meeting. We ask for your approval for this policy to be effective from 1 January 2015 onwards. Our objective has not been to increase the salary opportunity of the Management Board members. The objective has been to actually more closely align them with actual shareholder requirements and shareholder delivery.
Mr Keyner *(VEB)* noted that he understands that a very important job like the CEO of this Company requires a high base salary. He stated that it makes sense to also put on top of that a serious amount for good performance, as a kind of a variable bonus, but he failed to understand the potential bonus.

Mr Gugen stated that the same multipliers already exist in RP 2011 AA. This is a pretty complicated company and it needs somebody of the highest calibre. It is also a company that has gone through some extraordinarily difficult times. The community from which you can draw that sort of talent is actually a pretty small community and most of it is American. The remuneration levels are not at the US levels but we have tried to make sure that it is sufficiently attractive.

Ms Lindeman *(MN Services, Robeco and ING Fund Management)* is positive about the presented remuneration policy and intended to vote in favour of the proposed remuneration policy. However, as regards the long-term component, pay-out can take place below median, so if the Company performs below median a pay-out is possible. Pay-out should only exist if the Company performs above median. Given the strategy and the positive outlook that the Company is facing, can you state that this would be taken into account and why should reward not be limited to performance above median also for the long term component? The Remuneration Committee has a lot of discretion on this plan. Can you explain how you will report for the short-term component after one year, and for the long- term component after three years (first question)? Can you also state whether you will disclose how the performance criteria will be weighted after you have concluded a year (second question)? The sustainability criteria attached to the short-term incentive are still a bit vague and you are still trying to develop the sustainability targets as such. Can we expect that the targets will be better defined after you have developed your sustainability targets over the year (third question)?

Mr Gugen thanked Mrs Lindeman for the support. In relation to LTI (first question) and looking at the possibility of paying below median, rewarding mediocrity is certainly not the intention of the Supervisory Board in relation to the management team. This is a structure which is geared to high-quality people that have to deliver high-quality results. There would have to be some special circumstances that would cause us to pay an LTI if results are below median. It would not be rewarding mediocrity, it would be because some specific external problems happened that were beyond anyone's control. In terms of discretion you are right. As Chairman of the Remuneration Committee, I have learned the hard way that very tight hard rules make it extremely difficult to truly take into account what happens. If you think about the effort and the skill of management over the last few years to actually produce results and allow the Company to move forward, you will appreciate that it has been very difficult to operate within the policy that we had and that is why we went for an interim change. It is our intention to be as transparent as possible (second question). The only thing that is really going to hold us back from being transparent is if we feel that we are going to end up with a commercial disadvantage for the Company in doing so, but other than that the intention is to be as open as we can and to explain what goes on. Mr Gugen confirmed (third question) that sustainability targets will be developed.

The Chairman announced that 62 shareholders were physically present at the meeting and that they were jointly authorised to cast 102,936,084 votes, being 49.31% of the total issued share capital.

The Chairman put the proposal to a vote and noted that the proposal was adopted with 97,466,534 votes in favour, 5,463,953 votes against and 20 abstentions.

5. Annual accounts 2013

5.1 Information by KPMG Accountants N.V. on the audit at SMB Offshore N.V. (*Information*)
5.2 Adoption of the Annual Accounts (*Resolution – see explanatory note*)

Mr Smorenburg (KPMG) said that, as a partner with KPMG, he was ultimately responsible for the audit of SBM's annual accounts. Last year, SBM's AGM was one of the first where the external accountant gave a presentation and that example has been followed in about sixty per cent (60%) of the subsequent AGM's. Part of the presentation was the same as last year. He first discussed the role of the auditor in the context of the investigation into possibly improper sales practices and the payments to agents in preceding years. He then talked about the new format of the audit opinion.

As stated in SBM's press release, a report by an external party had prompted an intensive audit. In the period 2007-2011, SBM made payments of USD 200 Million to agents. As the shareholder Van Berkel calculated, this was less than 2%. To be exact, it was 1.3% of revenue for those five years. The use of agents is very common in certain business sectors, if companies themselves do not have an establishment in a particular country. In our investigation into payments made to agents, we examined all sorts of internal control measures, such as anti-corruption policy, a code of conduct, standards for dealing with commercial contacts with public officials, and also the confirmation by important officers within the Company that they acted in accordance with the standards during the year. We also looked at the payments on the basis of partial observations: whether the payment was authorised by a competent person and whether it was in accordance with a contract concluded with the agent. In the years 2012 and 2013, minor amounts were paid. At the beginning of 2012, all payments were frozen and then only released after the agent in question had been subjected to a due diligence, plus the payment was approved by a broad validation committee chaired by Mr Hepkema. In the years 2012 and 2013, we particularly concentrated our activities on the set-up, the status and the preliminary findings set out in the internal audit, determining their consequences for the annual accounts and assessing the measures taken by the management. As explained in the press release of 2 April this year, SBM was unable to establish during the two-ear audit whether the payments could eventually have reached public officials themselves (or, if they did, what parts of them reached the public officers) and that shouldn't come as a surprise since that part of the flow of payments is not accessible for the Company and hence, also not for the external accountant.

We have issued a new type of audit opinion. It is a response to the request to the auditor by users of annual accounts to refer to specific matters of the Company in the audit opinion rather than to include a standard text that used to be the same for all companies. The international organisation that sets auditing standards has published a draft standard containing an example of how to add additional matters to the opinion. The Netherlands Institute of Chartered Accountants (*Nederlandse Beroepsorganisatie van Accountants* (NBA)) has called for a pilot to be carried out in practice, which KPMG supports, and, together with SBM, it was decided this year to issue a specific audit opinion of this kind in the case of SBM (pp. 202-205).

The conclusion comes first: the annual accounts give a true and fair view in accordance with the applicable IFRS standards. In addition to the standard text a number of specific blocks of text are included, headed 'key audit matters', which are key issues of the audit. A third element is that we say something specific about the going-concern assumption. Is the Company expected to be able to continue its activities for a period of at least 12 months? Key issues are matters that have received the most attention in the audit and the matters on which we have reported in detail to the Management Board and the Supervisory Board. These are not by definition problem issues, rather, these are points which received more than average attention.

In the audit opinion we refer to the investigation into possibly improper sales practices and, in particular, the consequences of these for the annual accounts. No provision has been made on the balance sheet for possible financial consequences (note 29), nor is that allowed under IFRS rules; the fact is that no provision may be made for a conditional obligation. There are fairly extensive notes on possible consequences, and that these could be significant. The revenue recognition of major projects includes an element of estimation. Complex FPSO units are being constructed, which are projected to take several years, and the revenue (as well as the result) must be included *pro rata* to the progress. The estimated revenue varies (with costs varying as well) depending on discussions with the client about additional activities and additional work. Estimates determine the estimated profit and they determine the revenue recognition. The third topic is lease classification. As a rule, there are two types of leases, specifically finance and operating leases, but they are treated rather differently and that leads to a difference in time of the revenue recognition and the presentation on the balance sheet. We assess all new contracts and extensions critically to determine the type of lease. In 2013, the settlement was concluded for the YME project, which was recorded at the beginning of the year and, in December, the Company announced a number of impairments on the Thunderhawk and the hulls in stock included in the balance sheet. In general, the starting point is to examine the changes in the organisation as well as the risk and the environment. On that basis you then determine the control measures.

A company like SBM operates in several continents and has various establishments. We decided to cover the SBM Offshore operations including its foreign operations, with a central team from the Netherlands, because much information is also visible centrally in Europe, i.e. in Monaco. This year in addition we went to Marly (Switzerland) and Singapore. Because IT systems are very important in conducting audits, specialised IT auditors examined the entire control environment.

We communicate with the Audit Committee four times a year. We also have sessions that are not attended by the Management Board. The most important matters are the discussion of the management letter and auditor's report at the end of the year. The management letter matters that we identify receive adequate attention and follow-up from the management. Sometimes new matters arise and occasionally these last somewhat longer than a year because resolving them requires more time, e.g. in the IT organisation, and because some of these matters are, for example, also included in, for example, the Odyssey 24 programme.

In order to facilitate the process of appointing a new auditor, we had a number of meetings with PwC at the year-end closing 2013 about the most important decisions in the audit and the most important findings. We recently provided PwC with access to our file, which could serve as a starting point for the audit in the coming year. Aside from this, the auditing process and the responsibilities remained unchanged in relation to last year.

Mr Schout asked what the auditor's involvement is in Directional Reporting.

Mr Van Rossum said that the IFRS accounts are subject to the audit of KPMG. Directional Reporting is not part of the official auditor's report but it is reviewed as part of the management report. These numbers cannot be part of the official audit opinion but since auditors need to check whatever non-GAAP disclosures the Company is making, these are reviewed as part of the management report.

Mr Dirkzwager asked what the auditor's involvement was in the settlement with Talisman.

Mr Smorenburg said that SBM's responsibility for a small part of the transport entailed a cost estimate. Given the considerable total amount incurred for the settlement, the audit devoted attention to it. In addition, it was examined whether, for example, there were no further guarantees that required an explanation.

Mr Keyner (*VEB*) expressed his compliments for the auditor's notes to the annual report and the annual accounts. Mr Keyner asked whether the impairment charges should not have been seen and recorded at an earlier point.

Mr Van Rossum stated that there were new developments. We haven't decommissioned vessels in the last number of years. We started to look at the contract for decommissioning costs, when we saw that those costs were based on today's quotes, and we looked at the residual value, the price of a ton of steel and came to the conclusion that we were underprovided. We did a full-fleet review on all the vessels, added up the numbers and communicated this with the market. On the two hulls, the Falcon (an FPSO), and the Alba (a VLCC), we made another estimate of the re-usability of those hulls for future development work. Based on further developments, like can you still use a single hull tanker for FPSO developments, can you use a tanker with a limited storage capacity of one point four (1.4) Million barrels where most of our clients are asking for, one point six (1.6), one point eight (1.8) million barrels storage capacity. We came to the conclusion that it was more likely than not that those vessels could not be used for future FPSO conversion work, and we had to write them down to market value.

The Chairman asked to adopt the annual accounts, financial report 2013 with the consolidated financial statements and the notes to the consolidated financial statements and other financial data (pages 102-201). The annual accounts 2013 have been audited by KPMG Accountants, the Company's external auditor in 2013. The auditor's report and the unqualified opinion can be found in the annual report (pages 202-205). A copy of the annual report signed by the Supervisory Board and the Management Board and a copy signed by the external auditor are available with the Company's Secretary. The annual accounts have been approved by the Supervisory Board in accordance with article 28 of the Articles of Association of the Company, and it is now proposed that the AGM adopt the annual accounts.

Mr Keyner (*VEB*) stated that SBM is aiming to further strengthen the balance sheet in order to be able to get access to the corporate bond market. Is the aim to decrease financing costs for refinance or to further accelerate potential growth for the future?

Mr Van Rossum answered that the reason is to lower the cost of debt. It also allows SBM to make a split between pre-completion and post-completion funding.

Mr Dekker said that SBM had a particularly lively history with regard to the elaboration of annual reports. As a general remark Mr Dekker said that the annual report didn't radiate pride in our products and the quality of some illustrations was not up to the mark. He had some further questions: proportional consolidation was applied fairly comprehensively in the annual accounts 2013. We are seeing this same proportional consolidation changing in 2014. Do you still see particular risks with regard to Brazil (first question)? If these are recorded as fully consolidated, would that then be in a Brazilian currency or US dollars? Are there any risks if the Brazilian currency were clearly to fall (second question)? An impairment of USD 65 Million has been recorded for the Thunderhawk. What can this considerable impairment be attributed to and can we in the future recover part of that value by using the production unit in another field (third question)?

Mr Van Rossum stated that the formal way of presenting the annual report is now actually via the internet, which is interactive and printed reports are in fact only produced for this type of meeting. A

2013 version of the Company Overview, which is a kind of corporate brochure is on its way. Proportional consolidation indeed is on its way out. Under the new IFRS10 & 11, the Brazilian assets will be fully consolidated on the basis of the contracts (first question). It will not change anything in terms of USD accounting or Brazilian Reals. It does not change anything in terms of the actual exposure we have to the Brazilian currency (second question) which by and large has been hedged. Construction costs of the vessel are contracted in USD and the vessel is kept on the balance sheet in USD. Operating costs are paid in Reals, recovery of those costs is also done in Reals (automatic hedging).

Mr Chabas indicated that (third question) Thunderhawk is the only contract SBM has in the fleet where SBM is taking a risk in the production level of the field. Because the production of the field is not what has been expected, the Company has had to do a significant impairment at year end. That is linked to elements that we cannot control. It is linked to the level of production, which is not part of the policy that we have for new contracts. Our policy is only to sign a contract where we can control the risk and we understand the revenue coming up.

The Chairman put the proposal to a vote and determined that the proposal was adopted with 100,716,403 votes in favour, zero against and 251 abstentions.

6. Discharge

6.1 Discharge of the Managing Directors for their management during 2013 (*Resolution – see explanatory note*)

The Chairman stated that in accordance with the Articles of Association it is proposed to grant discharge to the members of the Management Board for their management during the year 2013.

The Chairman put the proposal to a vote and determined that the proposal was adopted with 102,708,036 votes in favour, 211,794 against and 6,266 abstentions..

6.2 Discharge of the Supervisory Board for their supervision during 2013 (*Resolution – see explanatory note*)

The Chairman stated that in accordance with the Articles of Association it is proposed to grant discharge to the members of the Supervisory Board for their supervision during the year 2013.

The Chairman put the proposal to a vote and determined that the proposal was adopted with 102,698,422 votes in favour, 220,423 against and 11 abstentions..

7. Corporate Governance: summary of the Corporate Governance policy (*Information – see explanatory note*)

The Chairman referred to the Corporate Governance section in the annual report (pages 42-51) with a summary of the corporate governance policy, which aligns with the best practices of the Dutch Corporate Governance Code and with the compliance section (pages 52-54) which sets out the compliance structure and the initiatives taken to enhance compliance throughout the Company. The Company is currently fully compliant with the Dutch Corporate Governance Code. The risk management section (pages 67-75) describes the risk management policy and the developments in the course of the year 2013, a risk appetite framework and the developments planned for 2014.

8. Appointment of PricewaterhouseCoopers Accountants N.V. as the external auditor of the Company (*Resolution – see explanatory note*)

The Chairman stated that at the AGM last year it announced that the Management Board had decided to pre-empt the coming into force of the law on the accounting profession and intended to start a selection process for the appointment of a new external auditor. One audit firm had a conflict of interest, but two audit firms performed an in-depth due diligence and the Management Board selected the preferred candidate on the basis of a number of criteria, such as the composition of the audit team, the relevant technical experience and the commercial proposal with the latter criterion not being the decisive factor. The Audit Committee supported this proposal and the Supervisory Board endorsed the recommendation of the Audit Committee. It is now proposed to appoint PricewaterhouseCoopers Accountants N.V. as the external auditor of the Company for a period of four years. Lead partner will be Mr Wim Jansen. Mr Wim Jansen was present and briefly made himself known.

The Chairman put the proposal to a vote and determined that the proposal was adopted with 102,843,809 votes in favour, 64,764 against and 15,800 abstentions..

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 eighteen (18) months (*Resolution – see explanatory note*)

The Chairman stated that in accordance with article 4 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 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 AGM, which percentage will be increased to 20% in case of mergers and acquisitions. The authorisation is requested, amongst other reasons, to allow the Management Board to respond in a timely manner with regard to the financing of the Company. The period for the requested authorisation is 18 months as of the date of this AGM 2014.

<u>Mr Heinemann</u> requested adding that the decision taken one year ago at the last AGM with this decision has been superseded to avoid a double mandate.

<u>Mr Van Rossum</u> confirmed.

<u>The Chairman</u> put the proposal to a vote and determined that the proposal was adopted with 76,083,357 votes in favour, 24,619,195 votes against and 15,100 abstentions..

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 eighteen (18) months (*Resolution – see explanatory note*)

<u>The Chairman</u> stated that 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 granting of rights to subscribe for ordinary shares in accordance with article 2.96a of the Dutch Civil Code. As it is the case for the proposal referred to under agenda item 9.1 this designation is limited to a period of 18 months, as of the date of the 2014 AGM 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 two-thirds of the votes cast, since less than half of the issued share capital is present or represented at the AGM.

<u>The Chairman</u> put the proposal to a vote and determined that the proposal was adopted with 74,324,160 votes in favour, 26,380,371 votes against and 15,204 abstentions.

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 eighteen (18) months (*Resolution – see explanatory note*)

<u>The Chairman</u> stated that in accordance with article 7 of the Company's Articles of Association, a request has been 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 up to 10% of the Company's issued share capital as of the date of this AGM. The period for the requested authorisation is 18 months as of this date. The mandate is requested to acquire ordinary shares at a price per ordinary share between the nominal value of the ordinary share and 110% of the average price of the ordinary shares on the New York Stock Exchange Euronext Amsterdam N.V. Stock Exchange during the five trading days prior to the acquisition. This authorisation to repurchase ordinary shares provides the Management Board, with the approval of the Supervisory Board, with a required flexibility to fulfil its obligations deriving from employment-related share plans and for other purposes. The duration of this authorisation is 18 months starting with the adoption of this resolution. The authorisation granted at last year's AGM will lapse with this new resolution.

<u>The Chairman</u> put the proposal to a vote and determined that the proposal was adopted with 102,800,669 votes in favour, 103,879 votes against and 20,280 abstentions..

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*)

<u>The Chairman</u> stated that the Supervisory Board resolved in accordance with article 23 of the Company's Articles of Association to make a non-binding proposal to reappoint Mr Frans Cremers as a member of the Supervisory Board for a second term of office of four years, expiring at the AGM of 2018. If the general meeting appoints Mr Frans Cremers as a member of the Supervisory Board, Mr Cremers will also be re-elected by the Supervisory Board as its Vice-Chairman and Chairman of the Audit Committee.

<u>The Chairman</u> put the proposal to a vote and determined that the proposal was adopted with 102,831,807 votes in favour, 6,382 votes against and 87,170 abstentions.

11.2 Re-appointment of Mr F.R. Gugen as a member of the Supervisory Board (*Resolution – see explanatory note*)

<u>The Chairman</u> stated that the Supervisory Board resolved in accordance with article 23 of the Company's Articles of Association to make a non-binding proposal to reappoint Mr Gugen as a member of the Supervisory Board for a second term of office of four years, expiring with the AGM in 2018. If the general meeting appoints Mr Francis Gugen as a member of the Supervisory Board, Mr Gugen will also be re-elected by the Supervisory Board as its Chairman of the ARC, dealing with remuneration matters.

<u>The Chairman</u> put the proposal to a vote and determined that the proposal was adopted with 100,531,252 votes in favour, 118,132 votes against and 72,000 abstentions.

11.3 Appointment of Ms L. Armstrong as a member of the Supervisory Board *(Resolution – see explanatory note)*

<u>The Chairman</u> stated that the Supervisory Board resolved in accordance with article 23 of the Company's Articles of Association to make a non-binding proposal to appoint Ms Lynda Armstrong as a member of the Supervisory Board for a first term of office of four years, expiring at the AGM of 2018. If the general meeting appoints Ms Lynda Armstrong as a member of the Supervisory Board, Ms

Lynda Armstrong will join the Technical and Commercial Committee as one of its members. For the personal details of Ms Lynda Armstrong I refer you to the explanatory note of this agenda point.

The Chairman put the proposal to a vote and determined that the proposal was adopted with 102,843,972 votes in favour, 9,877 votes against and 72,419 abstentions.

12. Communications and questions

The Chairman stated that shareholders were able to obtain a card from the information desk to receive the minutes of this meeting.

Ms Roeleveldt (*VBDO*) asked whether the Chairman was prepared to give answers to the questions that had been submitted in writing.

Mr Hepkema said he was prepared to do so.

Mr Heinemann noticed that the remuneration of the members of the Management Board as well as the Supervisory Board is rather high and that it has reflected the enormous amount of work and also the success during the past year with restoring the reputation as well as the operating results of the Company. Does the Management Board and Supervisory Board believe that there will be quite a substantial growth in sales and revenues and profit of the Company in the coming years?

The Chairman confirmed the Supervisory Board's trust in its management. As far as the outlook is concerned, he stated not to be able going any further than the guidance which was given.

Mr In 't Hout asked whether it was expected that shale gas and shale oil could have an effect on the possibilities for development of the Company.

Mr Chabas stated that the oil and gas demand worldwide is not driven so much by the increase in the demand which is in the range of 1 or 2% per year, but by the depletion of existing fields. Shale gas and shale oil is actually a rather small percentage of what can be substituted to the existing depletion and is part of the 50% of the oil which is going to be developed on shore, while 50% of the oil is going to be developed offshore. We don't see a negative impact of shale gas and shale oil on our business.

Mr De Buijzer stated that the mission statement in the past (at the time of Mr Bax) was a clear indication that the Company wanted to be independent. What is your current view on this?

Mr Hepkema stated that SBM appreciates the loyalty of the shareholders. There are no plans to be taken over.

13. Closing

The Chairman thanked the persons present for the interest in the Company and for the questions and closed the meeting.

Heinz C. Rothermund
Chairman of the Supervisory Board

B. Verwilghen
Company Secretary