



PROXY / VOTING INSTRUCTION FORM – AGM DD. 15 APRIL 2015

This signed proxy / voting instruction should be **no later than Wednesday 8 April 2015, before 04.00 p.m.** in the possession of

ABN AMRO Bank N.V.  
Corporate Broking (HQ7050)  
Gustav Mahlerlaan 10  
1000 EA Amsterdam  
The Netherlands

Email: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

Or, for proxies/voting instructions to SBM Offshore:

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

Fax: +31 10 232 09 99  
e-mail: [agm@sbmoffshore.com](mailto:agm@sbmoffshore.com)

Or, for proxies/voting instructions to SGG Financial Services B.V.

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

Fax: +31 20 522 25 35  
e-mail: [registers@sgggroup.com](mailto:registers@sgggroup.com)

**PROXY / VOTING INSTRUCTION**

The undersigned,

|                |                 |
|----------------|-----------------|
| Name: .....    | Initials: ..... |
| Address: ..... |                 |
| City: .....    |                 |
| Country: ..... |                 |

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

holder of \_\_\_\_\_ ordinary shares in the share capital of SBM Offshore N.V. (hereafter "Holder") which have been/will be duly registered for participation at the Annual General Meeting of Shareholders of SBM Offshore N.V. to be held on 15 April, 2015 at 02.30 p.m. at the Hilton Hotel, Weena 10, 3012 CM Rotterdam (hereafter "the AGM")

hereby grants power of attorney to

- SBM Offshore N.V., Schiedam, The Netherlands, represented by any member of the Management Board; or to
- SGG Financial Services B.V., or to
- Name: \_\_\_\_\_  
Company: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

in order to represent Holder at the AGM and any postponements thereof, to vote on behalf of Holder on the resolutions proposed under item 4.2, 5.2, 6.1, 6.2, 8.1, 8.2, 9, 10.2, 10.3, 11.2, 11.3, 11.4 and 11.5 of the agenda of the AGM, to ask any questions at the AGM and to take any action to which Holder in its capacity of shareholder would be entitled in accordance with the Articles of Association of SBM Offshore N.V. and in general to do anything which shall be deemed necessary or useful, all with promise of ratification if needed and with power of substitution.

Done at: \_\_\_\_\_

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

(name and capacity)

Agenda items and voting instructions for the

**Annual General Meeting of Shareholders of SBM Offshore N.V.  
on Wednesday 15 April 2015**

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

Please mark your choice

|      |   | In favour                | Against                  | Abstention               |
|------|---|--------------------------|--------------------------|--------------------------|
| 1.   | Opening   | n.a.                     | n.a.                     | n.a.                     |
| 2.   | Report of the Management Board for the financial year 2014  | n.a.                     | n.a.                     | n.a.                     |
| 3.   | Report of the Supervisory Board and of its committees for the financial year 2014                                 | n.a.                     | n.a.                     | n.a.                     |
| 4.1  | Remuneration Report 2014  | n.a.                     | n.a.                     | n.a.                     |
| 4.2  | Remuneration of the Supervisory Board   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.1  | Information by PricewaterhouseCoopers Accountants N.V. on the audit at SBM Offshore N.V.                          | n.a.                     | n.a.                     | n.a.                     |
| 5.2  | Annual Accounts 2014: adoption of the Annual Accounts   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.3  | Dividend policy   | n.a.                     | n.a.                     | n.a.                     |
| 6.1  | Discharge of the Managing Directors   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.2  | Discharge of the Supervisory Directors  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7.   | Corporate Governance  | n.a.                     | n.a.                     | n.a.                     |
| 8.1  | Designation of the Management Board as the corporate body authorised to issue ordinary shares                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8.2  | Designation of the Management Board as the corporate body authorised to restrict or to exclude pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9    | Authorisation of the Management Board to repurchase ordinary shares   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10.1 | Resignation of Mr S. Hepkema as a member of the Management Board and Chief Governance and Compliance Officer      | n.a.                     | n.a.                     | n.a.                     |
| 10.2 | Appointment of Mr E. Lagendijk as a member of the Management Board and Chief Governance and Compliance Officer    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10.3 | Appointment of Mr P. Barril as a member of the Management Board and Chief Operating Officer                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11.1 | End of term resignation of Mr H. Rothermund   | n.a.                     | n.a.                     | n.a.                     |
| 11.2 | End of term resignation of Mrs K. Rethy   | n.a.                     | n.a.                     | n.a.                     |
| 11.3 | Appointment of Mr S. Hepkema as a member of the Supervisory Board   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11.4 | Appointment of Mrs C. Richard as a member of the Supervisory Board  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11.5 | Appointment of Mrs L. Mulliez as a member of the Supervisory Board  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12.  | Communications and questions  | n.a.                     | n.a.                     | n.a.                     |
| 13.  | Closing   | n.a.                     | n.a.                     | n.a.                     |