



**SBM OFFSHORE N.V.  
EXTRAORDINARY  
GENERAL MEETING**

**Shareholders are invited to attend the Extraordinary General Meeting of SBM Offshore N.V. ("SBM Offshore" or the "Company") to be held on Wednesday 4 November 2015 at 2.30 p.m. at the Sheraton Hotel, Schiphol Boulevard 101, Schiphol, the Netherlands (registration as from 01.30 p.m.)**

**Agenda**

1. Opening
2. Composition of the Management Board; Reappointment of Mr B.Y.R. Chabas as a member of the Management Board (*resolution*)
3. Communications and questions
4. Closing

The full agenda with explanatory notes are available, free of charge, at the offices of SBM Offshore N.V., Evert van de Beekstraat 1-77, 1118 CL, Amsterdam, the Netherlands (phone: 00 31 20 236 3131; e-mail: [agm@sbmoffshore.com](mailto:agm@sbmoffshore.com) ) and at the offices of ABN AMRO, Gustav Mahlerlaan 10 (HQ7050), Postbus 283,1000 EA Amsterdam, the Netherlands (phone: +31 20 344 2000; e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)) ('ABN AMRO'). These documents are also available via the internet on [www.sbmoffshore.com](http://www.sbmoffshore.com) or [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

**Registration Date**

Those shareholders who on **7 October 2015** ('Registration Date'), and including all additions and deletions per such date, are registered in the Company's shareholders registry or with the administrations of the intermediaries as defined in the Dutch Securities Depository Act, shall be eligible to attend the meeting.

**Notification of attendance and admission**

Persons entitled to vote at and to attend the meeting can exercise their voting rights provided that they have registered their shares via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or their bank or broker with **ABN AMRO as from 8 October 2015 up to 28 October 2015 before 04.00 p.m.** at the latest.

When notifying, the intermediaries concerned need to submit a declaration before **29 October 2015** that the number of shares held by the participant in the Collective Depot (*verzameldepot*) concerned on the Registration Date and the registration of these shares were notified to **ABN AMRO**. In addition, the intermediaries are also requested to include the full address details of the relevant holders in order to be able to verify in an efficient manner their holding on the Registration Date.

Shareholders who have notified their attendance according to the above-mentioned procedure shall receive confirmation of registration affording such shareholder access to the meeting. Should a shareholder not receive such confirmation of registration in time, then the shareholder (or its proxy holder) should turn to the registration desk with a valid identification, following which access to the meeting will be granted upon confirmation of the data listed in the registration list

held by the Company. Shareholders need to be able to show valid identification upon access to the meeting.

### **Proxy/voting instructions**

#### Voting through the internet

- Shareholders may give proxy and voting instructions electronically through [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to SGG Financial Services B.V., Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands, on **28 October 2015** at the latest.

#### Proxies:

- Proxies to the Company: shareholders may give a proxy and voting instructions to any of the members of the Management Board of the Company. The signed proxies can be sent to SBM Offshore N.V., Attn. the Company Secretary, Evert van de Beekstraat 1-77, 1118 CL, Schiphol, the Netherlands and must be received on **28 October 2015** at the latest (by mail or by e-mail: [agm@sbmoffshore.com](mailto:agm@sbmoffshore.com)).
- Proxy to an independent third party: shareholders may give a proxy and voting instructions to SGG Financial Services B.V., Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands. Voting instructions may be given in writing. For this the form available free of charge from SGG is to be used. The form must be completed and received by SGG on **28 October 2015** at the latest (by mail, by e-mail: [registers@sgggroup.com](mailto:registers@sgggroup.com) or by fax: +31 20 522 2535).
- Proxy and voting instruction forms are available at the offices of SBM Offshore N.V. or can be downloaded from the Company website ([www.sbmoffshore.com](http://www.sbmoffshore.com)).
- The proxy holder is required to submit a copy of said proxy at the registration desk at the meeting.

### **The Management Board**

Schiphol, 22 September 2015