



PROXY / VOTING INSTRUCTION FORM – AGM D.D. 6 APRIL 2016

This signed proxy / voting instruction should be **no later than 30 March 2016, before 04.00 p.m.** in the possession of

ABN AMRO Bank N.V.
Corporate Broking (HQ7050)
Gustav Mahlerlaan 10
Postbus 283
1000 EA Amsterdam
The Netherlands

Email: corporate.broking@nl.abnamro.com

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

SGG Financial Services B.V.
Amerika Building
Hoogoorddreef 15
1101 BA Amsterdam
The Netherlands

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

PROXY / VOTING INSTRUCTION

The undersigned,

Name:	Initials:
Address:	
City:	
Country:	

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

holder of _____ ordinary shares in the share capital of SBM Offshore N.V. (hereafter "Holder") which have been/will be duly registered for participation at the Annual General Meeting of SBM Offshore N.V. to be held on 6 April 2016 at 02.30 p.m. at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701 at (1118 BN) Schiphol, the Netherlands (hereafter "the AGM")

hereby grants power of attorney to SGG Financial Services B.V. in order to represent Holder at the AGM and any postponements thereof, to vote on behalf of Holder on the resolution proposed under item 5.2, 5.3, 6.1, 6.2, 8.1, 8.2, 8.3, 9.1, 9.2, 10, 11, 12.1 and 12.2 of the agenda of the AGM, to ask any questions at the EGM 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 SBM Offshore N.V.
on Wednesday 6 April 2016**

(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 2015 (<i>information</i>)	n.a.	n.a.	n.a.
3.	Report of the Supervisory Board and of its committees for the financial year 2015 (<i>information</i>)	n.a.	n.a.	n.a.
4.	Remuneration Report 2015 (<i>information</i>)	n.a.	n.a.	n.a.
5.	Annual Accounts 2015	n.a.	n.a.	n.a.
5.1	Information by PricewaterhouseCoopers Accountants N.V. on the audit at SBM Offshore N.V. (<i>information</i>)	n.a.	n.a.	n.a.
5.2	Adoption of the Annual Accounts (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3	Dividend distribution proposal (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Discharge:	n.a.	n.a.	n.a.
6.1	Discharge of the Management Board members for their management during 2015 (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2	Discharge of the Supervisory Board members for their supervision during 2015 (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Corporate Governance: summary of the Corporate Governance policy (<i>information – see explanatory note</i>)	n.a.	n.a.	n.a.
8.	Amendment of the Articles of Association	n.a.	n.a.	n.a.
8.1	Amendments due to changes in Dutch legislation (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2	Amendments on the basis of former structure regime (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.3	Amendments due to other changes (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Authorisation to issue ordinary shares and to restrict or to exclude pre-emption rights:	n.a.	n.a.	n.a.
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 (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2	Designation of the Management Board as the corporate body authorised – subject to the approval of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	– 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 (<i>resolution – see explanatory note</i>)			
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 (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Composition of the Management Board Re-appointment of Mr. P.M. van Rossum as a member of the Management Board (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Composition of the Supervisory Board	n.a.	n.a.	n.a.
12.1	Re-appointment of Mr. T.M.E. Ehret as a member of the Supervisory Board (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.2	Re-appointment of Mr. F.G.H. Deckers as a member of the Supervisory Board (<i>resolution – see explanatory note</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Communications and questions	n.a.	n.a.	n.a.
14.	Closing	n.a.	n.a.	n.a.