



**SBM OFFSHORE N.V.**

**ANNUAL GENERAL MEETING**

**6 April 2016**

**RESOLUTIONS**

Number of shares registered with ABN AMRO on 30 March 2016	132,638,006
Ordinary Shares present or represented:	132,630,774
Total Share Capital as of 6 April 2016	212,173,814 shares or EUR 53,043,453.50
Percentage:	62.51%

The following resolutions are adopted:

<b>Agenda item</b>		<b>In favour</b>	<b>Against</b>	<b>Abstain</b>	<b>Number of shares with valid vote (in favour + against – art.36.5) and number of valid votes</b>	<b>% of issued share capital</b>
<b>5.2</b>	Adoption of the Annual Accounts	132,618,523	1,151	212	132,619,674	62,50%
<b>5.3</b>	Dividend distribution proposal	132,524,226	93,316	12	132,617,542	62,50%
<b>6.1</b>	Discharge of the Management Board members for their management during 2015	131,356,926	1,260,263	13	132,617,189	62,50%
<b>6.2</b>	Discharge of the Supervisory Board members for their supervision during 2015	131,276,738	1,250,263	14	132,527,001	62,46%

<b>Agenda item</b>		<b>In favour</b>	<b>Against</b>	<b>Abstain</b>	<b>Number of shares with valid vote (in favour + against – art.36.5) and number of valid votes</b>	<b>% of issued share capital</b>
<b>8.1</b>	Amendments of due to changes in Dutch legislation	132,501,907	106,940	4,500	132,608,847	62,50%
<b>8.2</b>	Amendments on the basis of the former structure regime	132,424,166	96,140	12	132,520,306	62,45%
<b>8.3</b>	Amendments due to other changes	131,844,571	675,047	0	132,519,618	62,45%
<b>9.1</b>	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	122,435,093	10,088,483	13	132,523,576	62,45%
<b>9.2</b>	Designation of the Management Board as the corporate body authorised – subject to the approval of the Supervisory Board – to restrict or to exclude pre-emption rights as provided for in article 6 of the Company's Articles of Association for a period of 18 months	121,556,638	11,060,351	13	132,616,989	62,50%
<b>10</b>	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	132,613,234	100	13	132,613,334	62,50%
<b>11</b>	Reappointment of Mr P. van Rossum as a member of the Management Board	132,465,263	154,239	0	132,619,502	62,50%
<b>12.1</b>	Reappointment of Mr. T.M.E. Ehret as a member of the Supervisory Board	132,282,954	330,393	1	132,613,347	62,50%
<b>12.2</b>	Reappointment of Mr F.G.H. Deckers as a member of the Supervisory Board	127,747,644	4,871,758	100	132,619,402	62,50%