



PROXY / VOTING INSTRUCTION FORM – EGM D.D. NOVEMBER 30, 2016

This signed proxy / voting instruction should be no later than **November 22, 2016 by 4 p.m. CET** 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 Extraordinary General Meeting of SBM Offshore N.V. to be held on November 30, 2016 at 2.30 p.m. CET at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701 at (1118 BN) Schiphol, the Netherlands (hereafter "the EGM")

hereby grants power of attorney to SGG Financial Services B.V. in order to represent Holder at the EGM and any postponements thereof, to vote on behalf of Holder on the resolution proposed under item 2.2 of the agenda of the EGM, 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

**Extraordinary General Meeting of SBM Offshore N.V.
on Wednesday November 30, 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.	Composition of the Management Board	n.a.	n.a.	n.a.
2.1	Resignation of Mr P.M. van Rossum as a member of the Management Board <i>(information)</i>	n.a.	n.a.	n.a.
2.2	Appointment of Mr D.H.M. Wood as a member of the Management Board <i>(resolution – see explanatory note)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Communications and questions <i>(information)</i>	n.a.	n.a.	n.a.
4.	Closing	n.a.	n.a.	n.a.