



PROXY / VOTING INSTRUCTION FORM – AGM D.D. APRIL 13, 2017

This signed proxy / voting instruction should be no later than **April 5, 2017 by 4 p.m. CET** in the possession of

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 April 13, 2017 at 2.30 p.m. CET 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 items 5.2, 5.3, 6.1, 6.2, 8.1, 8.2, 9.1, 9.2 of the agenda of the AGM, to ask any questions at the AGM and to take any action to which the 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 Thursday April 13, 2017**

(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 2016	n.a.	n.a.	n.a.
3.	Report of the Supervisory Board and of its committees for the financial year 2016	n.a.	n.a.	n.a.
4.	Remuneration Report 2016	n.a.	n.a.	n.a.
5.	Annual Accounts 2016	n.a.	n.a.	n.a.
5.1	Information by PricewaterhouseCoopers Accountants N.V. on the audit at SBM Offshore N.V.	n.a.	n.a.	n.a.
5.2	Adoption of the Annual Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3	Dividend Distribution Proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4	Dividend Policy Amendment	n.a.	n.a.	n.a.
6.	Discharge:	n.a.	n.a.	n.a.
6.1	Discharge of the Management Board members for their management during 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2	Discharge of the Supervisory Board members for their supervision during 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Corporate Governance: summary of the Corporate Governance policy	n.a.	n.a.	n.a.
8.	Authorisation to issue ordinary shares and to restrict or to exclude pre-emption rights:	n.a.	n.a.	n.a.
8.1	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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2	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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Repurchase and Cancellation of ordinary shares:	n.a.	n.a.	n.a.
9.1	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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2	Cancellation of ordinary shares held by the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Communications and questions	n.a.	n.a.	n.a.
11.	Closing	n.a.	n.a.	n.a.