



SBM OFFSHORE N.V.

ANNUAL GENERAL MEETING

13 April 2017

RESOLUTIONS

Number of shares registered with ABN AMRO on 5 April 2017	132,975,310 shares
Ordinary Shares present or represented:	132,849,163 shares
Total Share Capital on 16 March 2017	213,471,305 shares or EUR 53,367,826
Total Voting rights on 16 March 2017	202,206,877 shares
Percentage:	62,23 %

The following resolutions are adopted:

Agenda item		In favour	Against	Abstain	Number of shares with valid vote (in favour + against – art.36.5) and number of valid votes	% of issued share capital	% of present or represented share capital
5.2	Adoption of the Annual Accounts	132,802,326	4,188	37,469	132,806,514	62,21%	99,97%
5.3	Dividend Distribution Proposal	132,610,195	234,450	3,036	132,844,645	62,23%	100%
6.1	Discharge of the Management Board members for their management during 2016	132,105,112	455,441	285,722	132,560,553	62,10%	99,78%
6.2	Discharge of the Supervisory Board members for their supervision during 2016	132,121,117	438,583	287,722	132,559,700	62,10%	99,78%
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	116,389,900	16,432,979	24,693	132,822,879	62,22%	99,98%
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	115,318,538	17,498,478	30,757	132,817,016	62,22%	99,98%
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	132,756,058	75,562	16,153	132,831,620	62,22%	99,99%
9.2	Cancellation of ordinary shares held by the Company	132,764,452	73,646	9,674	132,838,098	62,23%	99,99%