



SBM OFFSHORE N.V.

ANNUAL GENERAL MEETING

April 11, 2018

RESOLUTIONS

| | |
|--|---|
| Number of shares registered with ABN AMRO on April 5, 2018 | 131,318,057 shares |
| Ordinary Shares present or represented: | 131,287,110 shares |
| Total Share Capital on March 14, 2018 | 205,671,305 shares or EUR 51,417,826.25 |
| Total Voting rights on March 14, 2018 | 203,658,914 shares |
| Percentage: | 63.83 % |

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 | % valid votes in favour against total valid votes cast |
|--------------------|--|------------------|----------------|----------------|--|----------------------------------|---|
| 5.2 | Adoption of the Financial Statements | 127,656,083 | 16,857 | 3,614,170 | 127,672,940 | 62.07% | 99.99% |
| 5.3 | Dividend Distribution Proposal | 131,234,478 | 47,881 | 151 | 131,282,359 | 63.81% | 99.96% |
| 6.1 | Discharge of the Management Board members for their management during 2017 | 126,735,688 | 52,732 | 3,619,514 | 126,788,420 | 61.62% | 99.96% |
| 6.2 | Discharge of the Supervisory Board members for their supervision during 2017 | 126,754,298 | 34,563 | 3,620,073 | 126,788,861 | 61.63% | 99.97% |
| 7. | Remuneration of the Management Board: Remuneration Policy | 91,742,108 | 39,341,432 | 201,445 | 131,083,540 | 44.61% | 69.99% |
| 9. | Re-appointment of PricewaterhouseCoopers Accountants N.V. as external auditor of the Company | 131,211,034 | 29,809 | 43,542 | 131,240,843 | 63.80% | 99.98% |
| 10.1 | 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: | | | | | | |
| 10.1.1 | Authorisation to issue 10% of the issued ordinary shares for general corporate purposes | 117,510,253 | 13,559,637 | 216,095 | 131,069,890 | 57.13% | 89.65% |
| 10.1.2 | Authorisation to issue additional 10% of the issued ordinary shares for acquisition purposes | 122,260,029 | 8,809,711 | 216,245 | 131,069,740 | 59.44% | 93.28% |
| 10.2 | 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 | 115,936,264 | 15,127,671 | 222,050 | 131,063,935 | 56.37% | 88.46% |

| 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 | % valid votes in favour against total valid votes cast |
|--------------------|--|------------------|----------------|----------------|--|----------------------------------|---|
| 11.1 | 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 | 131,231,033 | 19,709 | 35,243 | 131,250,742 | 63.81% | 99.98% |
| 11.2 | Cancellation of ordinary shares held by the Company | 130,560,489 | 19,437 | 56,059 | 130,579,926 | 63.48% | 99.99% |
| 12.3 | Re-appointment Mr F.R. Gugen as member of the Supervisory Board | 131,238,273 | 29,557 | 18,150 | 131,267,830 | 63.81% | 99.98% |
| 12.4 | Appointment of Mr R.IJ. Baan as member of the Supervisory Board | 130,690,352 | 580,365 | 15,268 | 131,270,717 | 63.54% | 99.56% |
| 12.5 | Appointment of Mr B. Bajolet as member of the Supervisory Board | 130,811,517 | 459,928 | 14,540 | 131,271,445 | 63.60% | 99.65% |