



SBM OFFSHORE N.V.

ANNUAL GENERAL MEETING

April 10, 2019

RESOLUTIONS

Number of shares registered with ABN AMRO on April 4, 2019	137,648,701 shares
Ordinary Shares present or represented:	137,634,990 shares
Total Share Capital on March 13, 2019	205,671,305 shares or EUR 51,417,826.25
Total Voting rights on March 13, 2019 (after market close)	203,059,908 shares
Percentage:	66.92 %

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	133,071,635	25,506	4,532,395	133,097,141	64.71%	99.98%
5.3	Dividend Distribution Proposal	137,573,609	2,915	53,012	137,576,524	66.89%	100.00%
6.1	Discharge of the Management Board members for their management during the financial year 2018	132,955,550	42,006	4,631,980	132,997,556	64.67%	99.97%
6.2	Discharge of the Supervisory Board members for their supervision during the financial year 2018	83,273,767	47,826,879	6,527,460	131,100,646	63.74%	63.52%
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 up to 10% of the Company's issued ordinary shares as per the 2019 AGM	129,312,465	8,302,579	13,062	137,615,044	66.91%	93.97%
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	126,252,830	11,363,632	13,483	137,616,462	66.91%	91.74%
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	136,729,525	866,373	34,047	137,595,898	66.90%	99.37%
9.2	Cancellation of ordinary shares held by the Company	136,725,755	877,598	26,592	137,603,353	66.90%	99.36%

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
10.1	Re-appointment Mr P.C. Barril as member of the Management Board and Chief Operating Officer	137,271,459	177,847	180,639	137,449,306	66.83%	99.87%
10.2	Re-appointment of Mr E. Lagendijk as member of the Management Board and Chief Governance and Compliance Officer	137,258,700	245,615	125,630	137,504,315	66.86%	99.82%
11.1	Re-appointment of Mrs L.B.L.E. Mulliez as a member of the Supervisory Board	132,629,161	4,867,933	132,851	137,497,094	66.85%	96.46%
11.2	Re-appointment of Mrs C.D. Richard as a member of the Supervisory Board	121,998,328	15,498,766	132,851	137,497,094	66.85%	88.73%
11.3	Re-appointment of Mr S. Hepkema as a member of the Supervisory Board	122,767,577	14,657,399	204,969	137,424,976	66.82%	89.33%