



PROXY / VOTING INSTRUCTION FORM – AGM D.D. APRIL 8, 2020

This signed proxy/voting instruction should be no later than **April 1, 2020 by 4 p.m. CET** in the possession of

IQ EQ Financial Services B.V.
Amerika Building
Hoogoorddreef 15
1101 BA Amsterdam
The Netherlands

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e-mail: registers@iqeq.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 8, 2020 at 2.30 p.m. CET at Crowne Plaza Hotel Schiphol, Planeetbaan 2, 2132 HZ Hoofddorp, the Netherlands (hereafter "the AGM")

hereby grants power of attorney to IQ EQ 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 5.1, 5.2, 6, 7, 9, 11, 12, 13, 14.1, 14.2, 15.1, 15.2, 16, 19, 20 and 21 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 Wednesday April 8, 2020**

(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	n.a.	n.a.	n.a.
3.	Report of the Supervisory Board	n.a.	n.a.	n.a.
4.	Corporate Governance: summary of the Corporate Governance policy	n.a.	n.a.	n.a.
5.	Remuneration Report 2019:	n.a.	n.a.	n.a.
5.1	Remuneration Report 2019 – Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2	Remuneration Report 2019 – Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Required changes to the Remuneration Policy for the Management Board to comply with legislation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Remuneration Policy for the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Information by PricewaterhouseCoopers Accountants N.V.	n.a.	n.a.	n.a.
9.	Adoption of the Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Dividend Policy	n.a.	n.a.	n.a.
11.	Dividend Distribution Proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Discharge of the Management Board members for their management during the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Discharge of the Supervisory Board members for their supervision during the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Authorisation to issue ordinary shares and to restrict or to exclude pre-emption rights:	n.a.	n.a.	n.a.
14.1	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 2020 AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.2	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"/>

15.	Repurchase and cancellation of ordinary shares:	n.a.	n.a.	n.a.
15.1	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 up to 10% of the Company’s issued ordinary shares as per the 2020 AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.2	Cancellation of ordinary shares held by the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	Re-appointment Mr B.Y.R. Chabas as member of the Management Board and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	End of term resignation of Mr F.G.H. Deckers as member of the Supervisory Board	n.a.	n.a.	n.a.
18.	End of term resignation of Mr T.M.E. Ehret as member of the Supervisory Board	n.a.	n.a.	n.a.
19.	Re-appointment Mr F.R. Gugen as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20.	Appointment Mr A.R.D. Brown as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21.	Appointment Mr J.N. van Wiechen as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22.	Communications and questions	n.a.	n.a.	n.a.
23.	Closing	n.a.	n.a.	n.a.