



***SBM OFFSHORE N.V.***

***ANNUAL GENERAL MEETING***

***April 8, 2020***

***RESOLUTIONS***

Number of shares registered with ABN AMRO on April 7, 2020	128,140,565 shares
Ordinary Shares present or represented:	128,140,565 shares
Total Share Capital on March 11, 2020	198,671,305 shares or EUR 49,667,826
Total Voting rights on March 11, 2020 (after market close)	193,055,786 shares
Percentage:	64.50 %

		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
	<b>Review of the financial year 2019</b>						
<b>5.1</b>	Remuneration Report 2019 – Management Board	113,710,430	14,329,210	100,925	128,039,640	64.45%	88.81%
<b>5.2</b>	Remuneration Report 2019 – Supervisory Board	127,278,212	729,599	132,754	128,007,811	64.43%	99.43%
	<b>Remuneration policy</b>						
<b>6</b>	Required changes to the Remuneration Policy for the Management Board to comply with legislation	87,185,734	37,408,976	3,545,855	124,594,710	62.71%	69.98%
<b>7</b>	Remuneration Policy for the Supervisory Board	127,280,931	722,373	137,261	128,003,304	64.43%	99.44%
	<b>Financial Statements 2019 and dividend</b>						
<b>9</b>	Adoption of the Financial Statements	123,529,150	806	4,610,609	123,529,956	62.18%	100.00%
<b>11</b>	Dividend Distribution Proposal	128,088,217	45,119	7,229	128,133,336	64.50%	99.96%
	<b>Discharge</b>						
<b>12</b>	Discharge of the Management Board members for their management during the financial year 2019	123,361,021	151,972	4,627,572	123,512,993	62.17%	99.88%
<b>13</b>	Discharge of the Supervisory Board members for their supervision during the financial year 2019	123,369,061	143,971	4,627,533	123,513,032	62.17%	99.88%
	<b>Authorisations of the Management Board</b>						
<b>14.1</b>	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	120,933,772	7,200,266	6,527	128,134,038	64.50%	94.38%

<b>14.2</b>	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	120,866,726	7,247,324	26,515	128,114,050	64.49%	94.34%
<b>15.1</b>	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	127,286,751	825,730	28,084	128,112,481	64.48%	99.36%
<b>15.2</b>	Cancellation of ordinary shares held by the Company	127,265,928	814,030	60,607	128,079,958	64.47%	99.36%
	<b>Composition of the Management Board</b>						
<b>16</b>	Re-appointment Mr B.Y.R. Chabas as member of the Management Board and Chief Executive Officer	128,010,512	120,766	9,287	128,131,278	64.49%	99.91%
	<b>Composition of the Supervisory Board</b>						
<b>19</b>	Re-appointment of Mr F.R. Gugen as member of the Supervisory Board	127,328,477	725,865	86,223	128,054,342	64.46%	99.43%
<b>20</b>	Appointment of Mr A.R.D. Brown as member of the Supervisory Board	117,842,703	10,059,639	238,223	127,902,342	64.38%	92.13%
<b>21</b>	Appointment of Mr J.N. van Wiechen as member of the Supervisory Board	127,534,778	367,477	238,310	127,902,255	64.38%	99.71%