



SBM OFFSHORE N.V.

ANNUAL GENERAL MEETING

April 7, 2021

RESOLUTIONS

Number of shares registered with ABN AMRO on April 1, 2021	135,310,224 shares
Ordinary Shares present or represented:	135,310,224 shares
Total Share Capital on March 10, 2021	188,671,305 shares or EUR 47,167,826.25
Total Voting rights on March 10, 2021 (after market close)	186,351,058 shares
Percentage:	71.2 %

		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
	Review of the financial year 2020						
5.1	Remuneration Report 2020 – Management Board	123,103,659	12,134,973	70,089	135,238,632	71.68%	91.03%
5.2	Remuneration Report 2020 – Supervisory Board	132,410,978	2,765,140	132,603	135,176,118	71.65%	97.95%
	Remuneration policy						
6	Remuneration Policy for the Management Board (RP 2022)	123,034,016	12,195,573	79,132	135,229,589	71.67%	90.98%
	Financial Statements 2020 and dividend						
8	Adoption of the Financial Statements	129,306,293	1,358,841	4,643,587	130,665,134	69.26%	98.96%
10	Dividend Distribution Proposal	133,099,754	2,205,280	3,687	135,305,034	71.71%	98.37%
	Discharge						
11	Discharge of the Management Board members for their management during the financial year 2020	129,236,216	1,409,062	4,663,443	130,645,278	69.24%	98.92%
12	Discharge of the Supervisory Board members for their supervision during the financial year 2020	129,196,396	1,391,352	4,720,973	130,587,748	69.21%	98.93%
	Authorizations of the Management Board						
13.1	Designation of the Management Board as the corporate body authorized – 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 2021 AGM	123,926,644	11,361,187	20,890	135,287,831	71.71%	91.60%

13.2	Designation of the Management Board as the corporate body authorized – 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	123,620,074	11,666,946	21,701	135,287,020	71.71%	91.38%
14.1	Authorization 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 2021 AGM	123,453,138	11,824,466	31,117	135,277,604	71.70%	91.26%
14.2	Cancellation of ordinary shares held by the Company	133,892,711	1,354,428	61,582	135,247,139	71.68%	99.00%
	Composition of the Management Board						
15	Re-appointment Mr D.H.M. Wood as member of the Management Board and Chief Financial Officer	133,698,723	1,389,980	220,018	135,088,703	71.60%	98.97%
	Composition of the Supervisory Board						
17	Appointment of Mrs I. Arntsen as member of the Supervisory Board	124,163,200	10,913,565	231,956	135,076,765	71.59%	91.92%
	External auditor						
18	Re-appointment of PricewaterhouseCoopers Accountants N.V. as external auditor of the Company	129,309,268	5,979,472	19,981	135,288,740	71.71%	95.58%