Full Year 2015 Earnings Update

February 11, 2016

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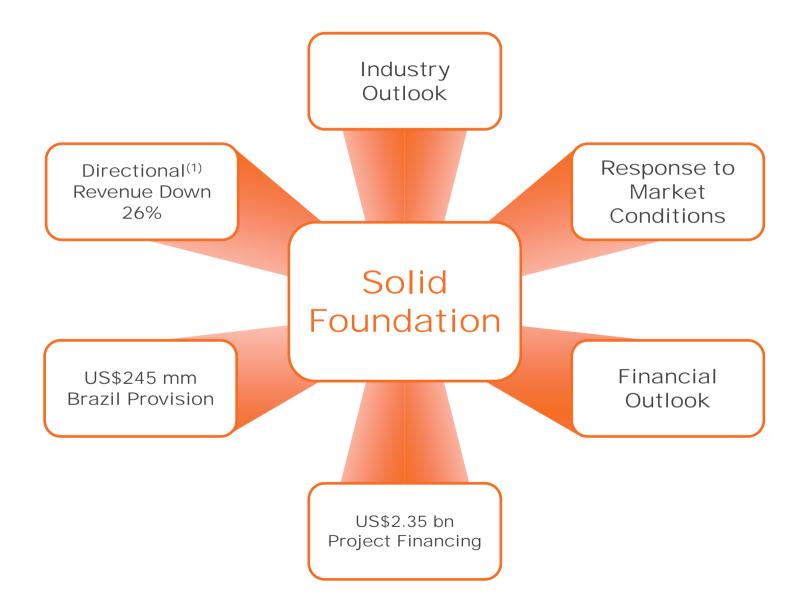
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Key Messages





No. 1 FPSO Player Worldwide

The Company

- 5 Regional Centers
- 13 Shore Bases / Operations Offices
- 4 Site Offices
- 7,020 Employees

Lease Fleet

10 FPSOs; 3 FPSOs under construction

- 2 FSOs
- 1 Semi-sub
- 1 MOPU



Financials in US\$ billion

 2016 Directional⁽¹⁾ Rev. Guidance
 2.0

 Directional⁽¹⁾ Backlog (12/31/2015)
 18.9

 Market Cap (as of 2/10/2016)
 2.8

Performance FY2015

272 years of operational experience

99% Uptime

1.24 MM BOE throughput capacity/day

7,674 Tanker Offloads



Delivering the Full Product Lifecycle

Engineering

50 years of industry firsts Leading edge technology

Product Life Extension

Leader in FPSO relocation World class after sales

Operations

272 years of experience 99%+ production uptime Largest international FPSO fleet

Procurement

Integrated supply chain Global efficiencies Local sourcing

Construction

Strategic partnerships Unrivalled project experience

Installation

Dedicated fleet
Unparalleled experience
Extensive project capability





Macro View

FY 2015 Financials

Outlook



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Total Overview

(US\$ Millions)

Revenue





Compliance

- Discussions with Brazilian authorities and Petrobras have progressed to the point where the Company is providing US\$245 million for a possible settlement
- On December 17, 2015 the Brazilian Public Prosecutor's Office made allegations regarding several people in Brazil and abroad, including a number of current and former employees of the Company, of whom one is a U.S. citizen
- On January 15, 2016, the Company was informed that the judge in Brazil referred the above allegations with regard to the Company's CEO and a member of its Supervisory Board back to the Public Prosecutor to propose an out-of-court settlement, on a no admission of guilt basis, as is common for misdemeanors of the kind alleged
- On January 25, 2016, the Company announced the settlement of the allegations made regarding the Company's CEO and a member of its Supervisory Board
 - This settlement is still subject to approval by the court
- Subsequently, the United States Department of Justice has informed SBM Offshore that it has re-opened its past inquiry of the Company and has made information requests in connection with that inquiry
 - The Company is seeking further clarification about the scope of the inquiry
- The Company remains committed to close-out discussions on this legacy issue which the Company self-reported to the authorities in 2012 and for which it reached a settlement with the Dutch Public Prosecutor in 2014



HSSE Results

Health & Safety

- ✓ Injury Freq. 0.22
- Leading culture KPI's:

 Mgmt. visits, training, observations

 Life Saving Rule campaigns



Security

Awareness & training
Threat assessments
and high risk controls



Environment – Relative to production:

- Volume Gas flared (SBM account) reduced ~ 40%
- Energy efficiency improved 2nd consecutive year
- Volume of oil released through produced water reduced 11%
- Volume of hydrocarbons spilled reduced >80% (volume ~1.2 bbls)

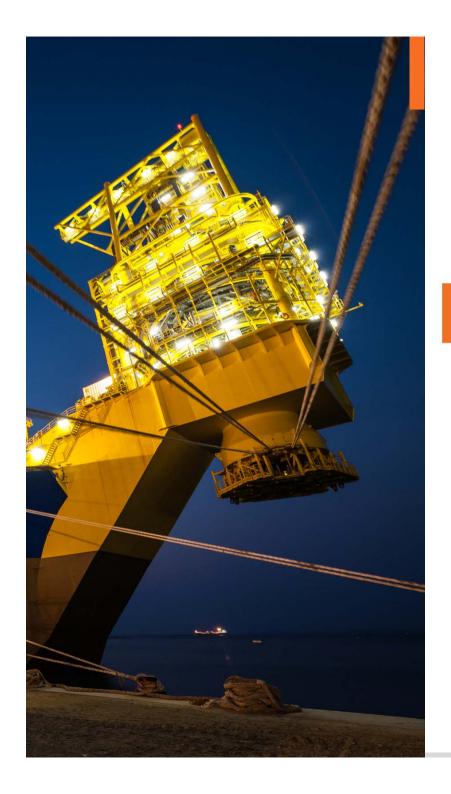
Process Safety Management

- HSSE Policy updated with PSM commitment
- Implementation
 2015 Priority action items
- Awareness & training
 PSM training launched, PSM bulletin

Recognition







FY 2015 Review



FY 2015 Financials

Outlook

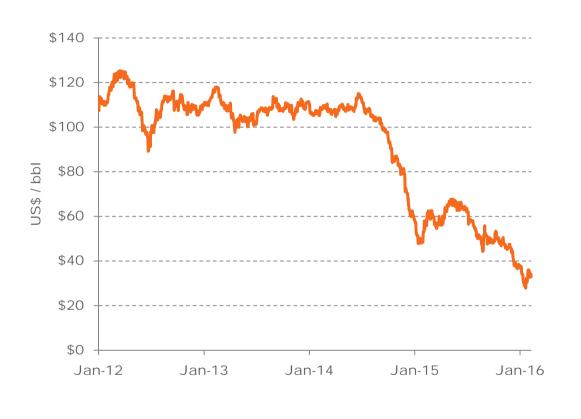


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Oil Market Outlook

Brent Crude Pricing



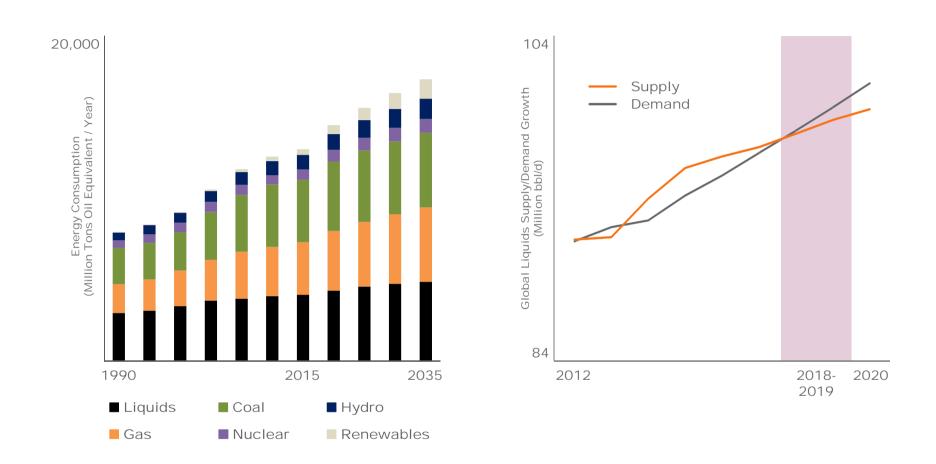
The only certainty is **higher** level of uncertainty and greater volatility

---Brent Crude

Adjust to lower commodity price environment



Medium to Long-term Energy Demand

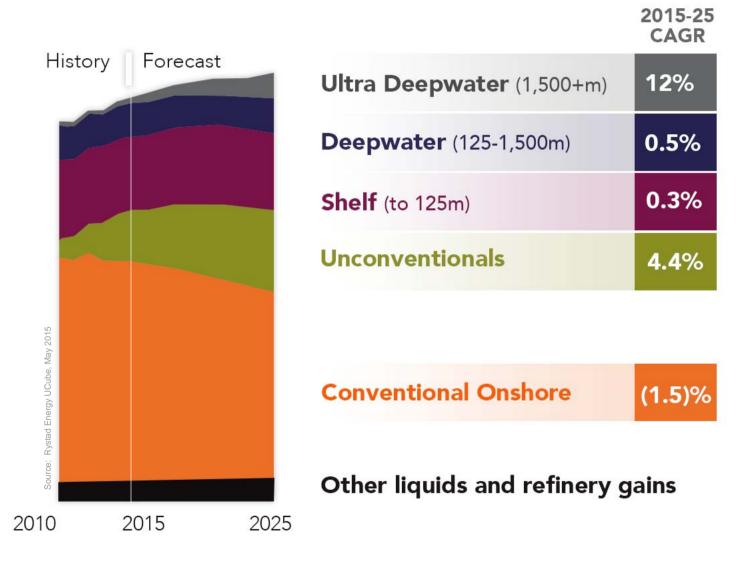


Long-term demand growth and supply/demand rebalancing



Supply Turns to Ultra Deepwater & Shale

Global Liquids Production by Sources

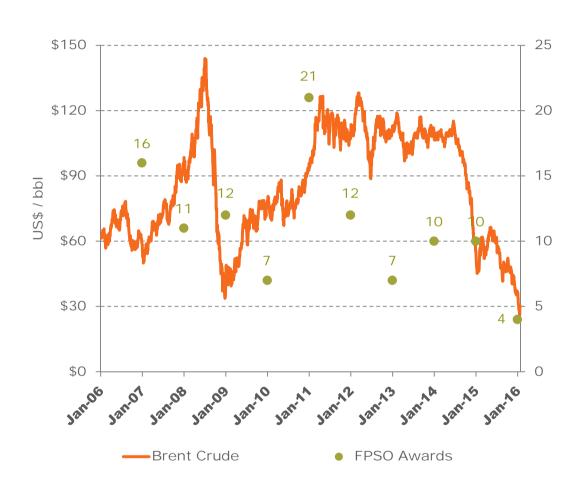


Ultra deepwater driven by Brazil, GoM and West Africa



Award History

Brent Crude Pricing & FPSO Awards



FPSO awards are **correlated** to oil price

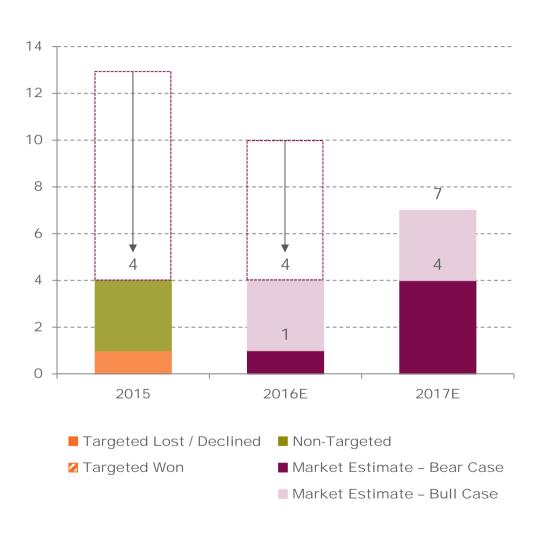
CapEx budgets **decline** with a fall in oil price

Significant deepwater resources, but projects being delayed

Final investment decision is tied to the price of oil



What the Market is Telling Us



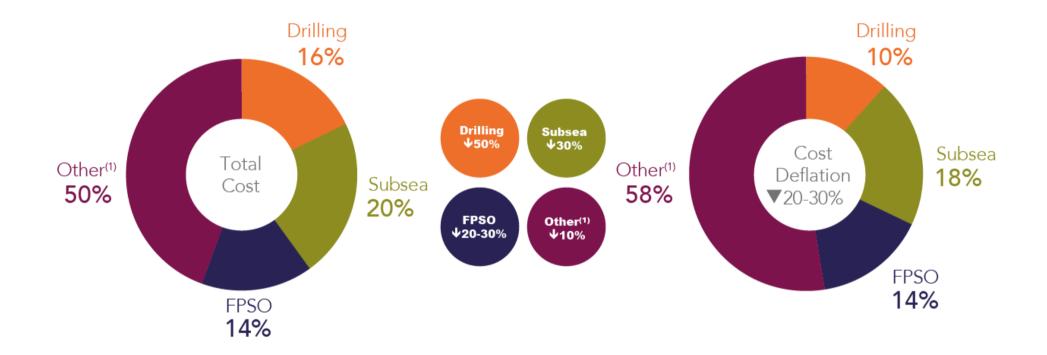
Further **downward** adjustment across all segments

Another **slow year** in 2016

Cautious view on awards for the next two years

Deflation for Deepwater Development

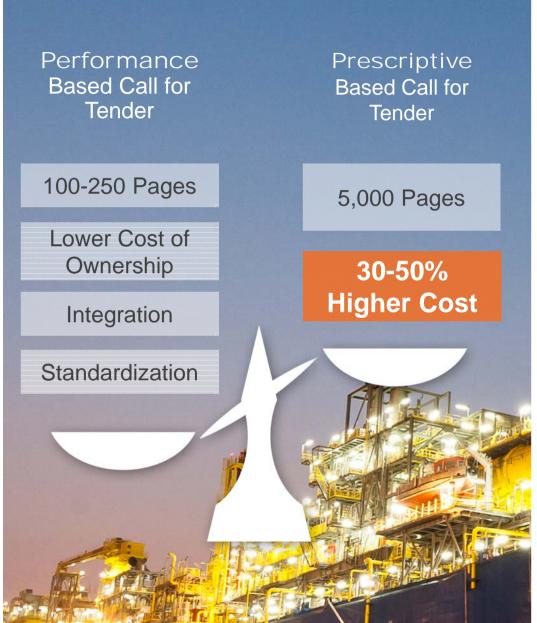
Result of USD Appreciation, Commodity Prices and Supplier Cost Reductions



Deflation reduces project cost by an estimated 20-30% before any fundamental changes which could bring greater and sustainable savings



More Fundamental and Sustainable Change



It pays to **rely** on **experienced** and specialized contractors

Integration and clientsupplier partnership relations are essential at an early stage

Tip the scales; choose competent & experienced contractors



Further Cost & Schedule Reductions

Standardization

- Leverage contractor know-how
- Fewer bespoke solutions
- Generic solutions; standard topsides catalogue

Simplification

- Process intensification on topsides
- Achieve the same functions with less
- Generic hull solution; standard ready for use hull

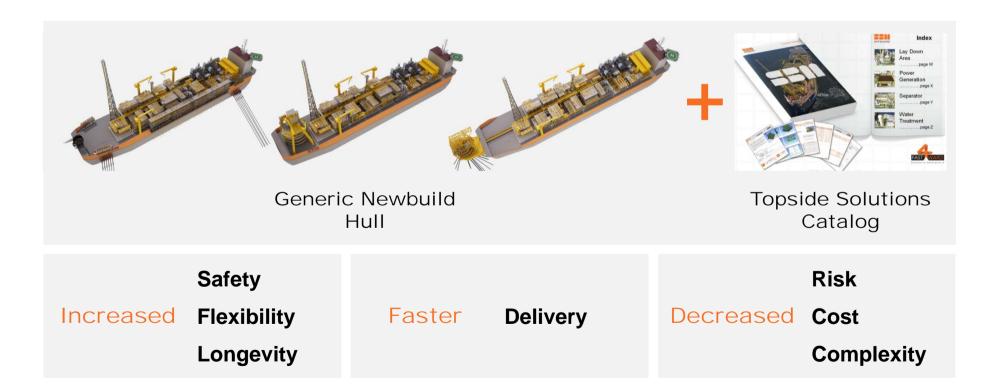
Supply Chain

- Frame agreements with pre-agreed specifications and terms & conditions
- Leverage supplier know-how
- Partners versus vendors



The Way Forward

- Protect the Future
 - Retain ability to win 2 FPSOs per year
- Introducing Generation 4





Restructuring Update

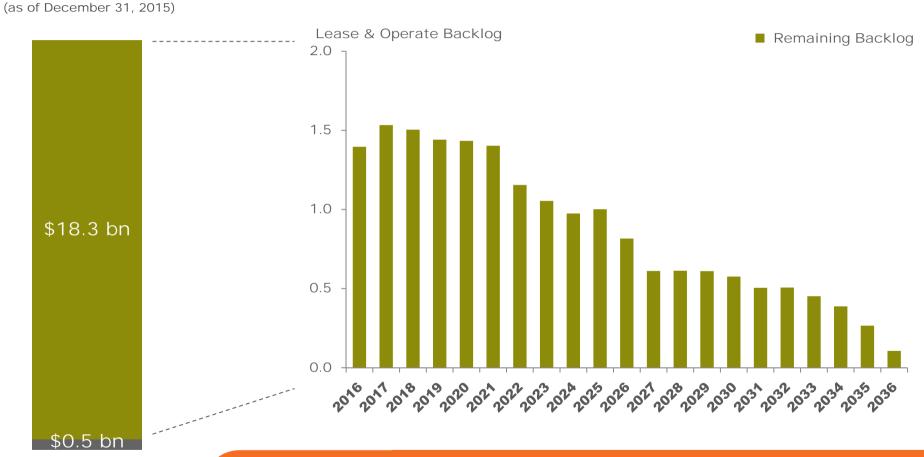
- Workforce reduction of 3,200 positions in 2015
 - 1,500 full-time employees and contractor staff
 - 1,700 construction yard positions related to winding down of projects under construction
 - US\$55 million costs recorded during 2015
 - Annualized savings of approximately US\$80 million
- Additional reduction of 400 full-time positions in 2016
 - US\$30 million cost
 - Expect US\$40 million of annualized savings
- A recovery is unlikely before 2018
 - Will maintain an engineering overcapacity to position itself for a future market upturn
 - Cumulative Directional⁽¹⁾ Turnkey EBIT losses of approximately US\$150 million over 2016 and 2017



Directional⁽¹⁾ Backlog⁽²⁾

(US\$ Billions)

US\$ 18.9 bn



- Lease & Operate
- Turnkey

Average of 63% of L&O backlog represents operating cash flow⁽³⁾ L&O Average Portfolio Duration: 13.9 years⁽⁴⁾

⁽¹⁾ Directional view is a non-IFRS disclosure, which assumes all lease contracts are classified as operating leases and all vessel joint ventures are proportionally consolidated.

⁽²⁾ Backlog is the undiscounted revenue over the confirmed portion of the contract.

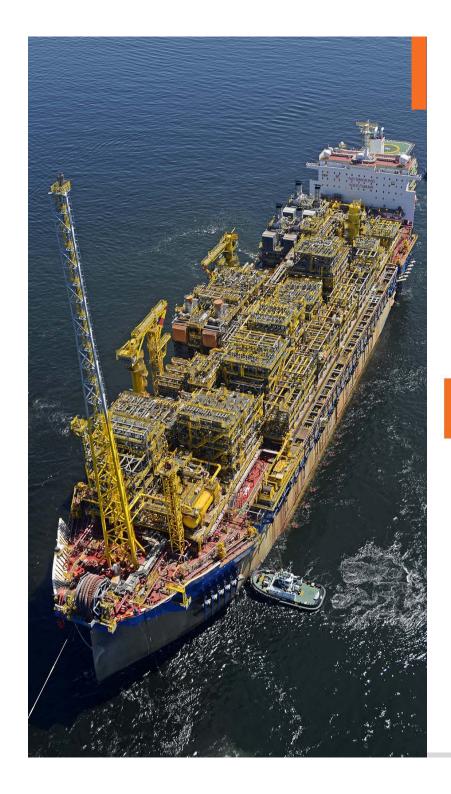
⁽³⁾ Upon completion of Generation 3 projects.

⁽⁴⁾ Does not reflect brownfield projects and FEED studies. Assumes the exercise of all lease extensions.



Sources of Resilience





FY 2015 Review

Macro View

FY 2015 Financials

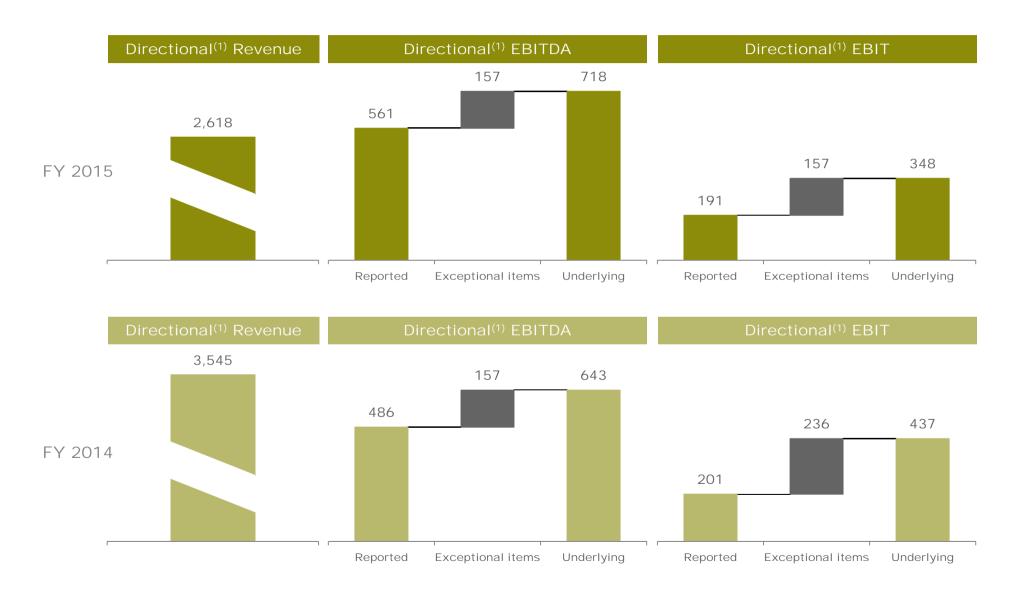
Outlook



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Underlying Directional⁽¹⁾ **Performance**





Turnkey P&L (US\$ Millions)

| | Directional ⁽¹⁾ | | |
|---|----------------------------|---------|----------|
| | FY 2015 | FY 2014 | Variance |
| Revenue | 1,512 | 2,487 | (974) |
| Gross Margin | 447 | 390 | 57 |
| EBIT | 231 | 195 | 36 |
| Depreciation, amortization and impairment | 8 | 15 | (7) |
| EBITDA | 239 | 210 | 29 |

Directional⁽¹⁾ Comments

| Projects In | Turritella 45% joint venture |
|---------------|--|
| Projects Out | N'Goma FPSO and Cidade de Ilhabela |
| EBITDA | FY14: Includes US\$(22) million engineering hour under recovery and US\$(8) million of restructuring costs FY15: Includes contribution of <i>Turritella</i> construction on new partners, US\$(37) million engineering hour under recovery, US\$(31) million of restructuring costs, and \$52 million release of agency fees |
| EBITDA Margin | FY14: 8.4% FY15: 15.8% |



Lease and Operate P&L

(US\$ Millions)

| | Directional ⁽¹⁾ | | |
|---|----------------------------|---------|----------|
| | FY 2015 | FY 2014 | Variance |
| Revenue | 1,105 | 1,059 | 47 |
| Gross Margin | 342 | 304 | 38 |
| EBIT | 315 | 274 | 40 |
| Depreciation, amortization and impairment | 352 | 261 | 91 |
| EBITDA | 667 | 535 | 132 |

Directional⁽¹⁾ Comments

| Vessels In | Cidade de Ilhabela and N'Goma FPSO |
|---------------|---|
| Vessels Out | Marlim Sul, Brasil and Kuito |
| EBITDA | FY15: Net contribution of vessels joining/leaving the fleet and \$37 million release of agency fees, partially offset by US\$(9) million of restructuring costs |
| EBITDA Margin | FY14: 50.5% FY15: 60.4% |



Group P&L (US\$ Millions)

| | Directional ⁽¹⁾ | | |
|---|----------------------------|-------|----------|
| | FY 2015 | | Variance |
| Revenue | 2,618 | 3,545 | (928) |
| Gross Margin | 789 | 694 | 95 |
| Overheads | (299) | (307) | 7 |
| Other operating income / (expense) | (298) | (186) | (112) |
| EBIT | 191 | 201 | (10) |
| Depreciation, amortization and impairment | (370) | (284) | (86) |
| EBITDA | 561 | 486 | 75 |
| Net financing costs / loan impairment | (137) | (127) | (10) |
| Share of profit in associates | (8) | 13 | (21) |
| Income tax expense | (22) | (3) | (19) |
| Net Income attributable to shareholders | 24 | 84 | (60) |

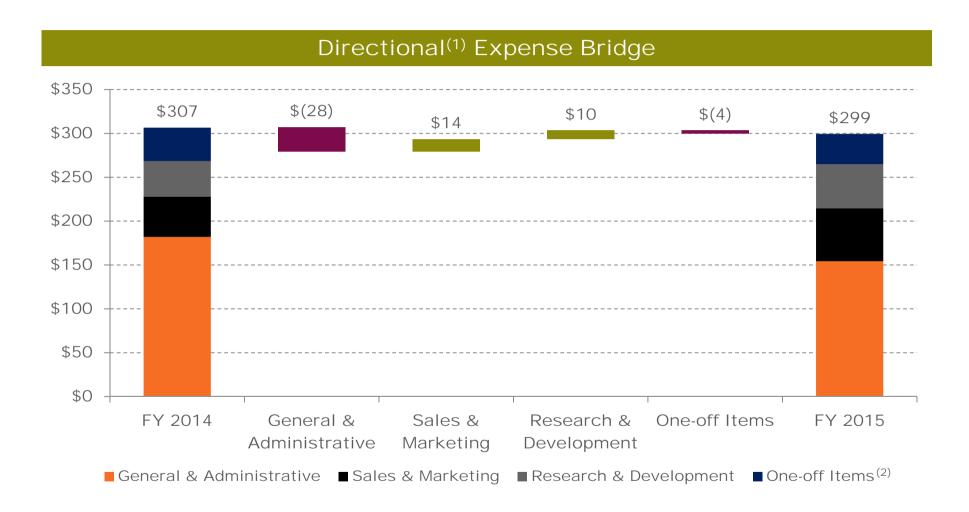
Directional⁽¹⁾ Comments

| Overheads | See next slide |
|-------------------------------|---|
| Other operating expense | FY14: Dutch provision, gain on disposal of real estate, and US\$(8) million of restructuring charges FY15: Brazil provision and US\$(55) of restructuring charges |
| Net financing cost | Cidade de Ilhabela and N'Goma FPSO on hire; 4.1% avg. cost of debt |
| Share of profit in associates | FY15: Workforce adaptation of construction yards |
| Tax | 41.5% effective tax rate or 10.6% based on underlying income |



Overheads Breakdown

(US\$ Millions)



Reduction of General & Administrative expense

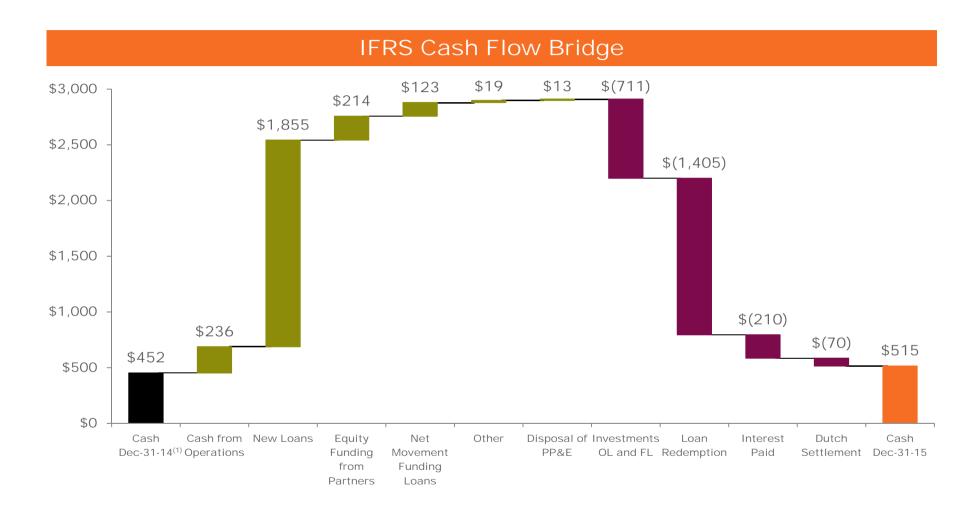


Group Balance Sheet

| | Dec-31-15 | Dec-31-14 | Variance | Comment |
|--|-----------|-----------|----------|--|
| Property, plant and equipment | 1,686 | 1,923 | (237) | Depreciation of assets |
| Investments in associates and other financial assets | 3,943 | 4,201 | (258) | Net results of JVs and redemption of finance lease financial assets |
| Construction contracts | 4,336 | 3,424 | 912 | Three FPSOs under construction |
| Trade receivables and other assets | 860 | 1,095 | (234) | Decrease of receivables with slowdown in Turnkey activity |
| Cash and cash equivalents | 515 | 475 | 39 | Separate slide |
| Total Assets | 11,340 | 11,118 | 222 | |
| Total equity ⁽¹⁾ | 3,465 | 3,149 | 316 | Group & NCI results; equity funding from partners in JVs (NCI) |
| Loans and borrowings | 5,722 | 5,227 | 495 | Drawdown on <i>Maricá</i> & new financing on <i>Saquarema</i> ; repayment of RCF & Bridge Loans |
| Provisions | 541 | 269 | 272 | New provision for Brazil |
| Trade payables and other liabilities | 1,612 | 2,473 | (860) | Decrease of accruals and payables related to FPSOs under construction, US\$70 million second instalment for Dutch settlement, and release of agency fees |
| Total Equity and Liabilities | 11,340 | 11,118 | 222 | |

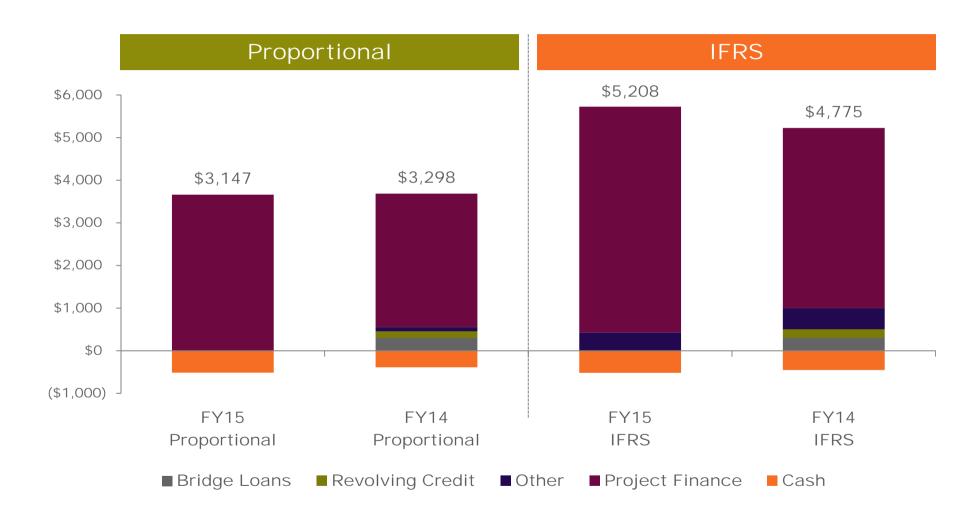


Development of Group Cash Position





Group Net Debt



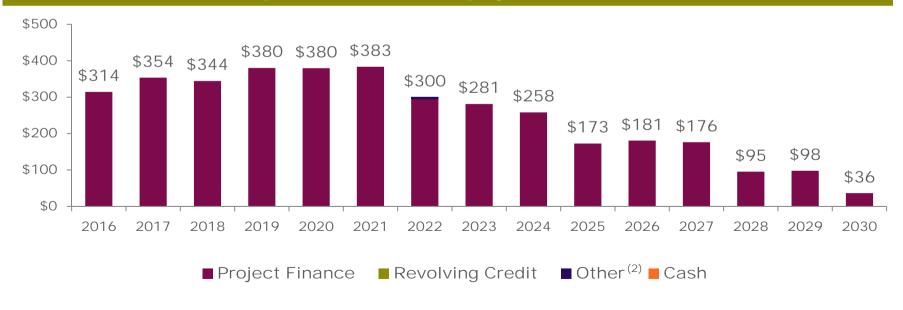


Group Proportional Borrowings Overview

(US\$ Millions)



Proportional Debt Repayment Profile(1)



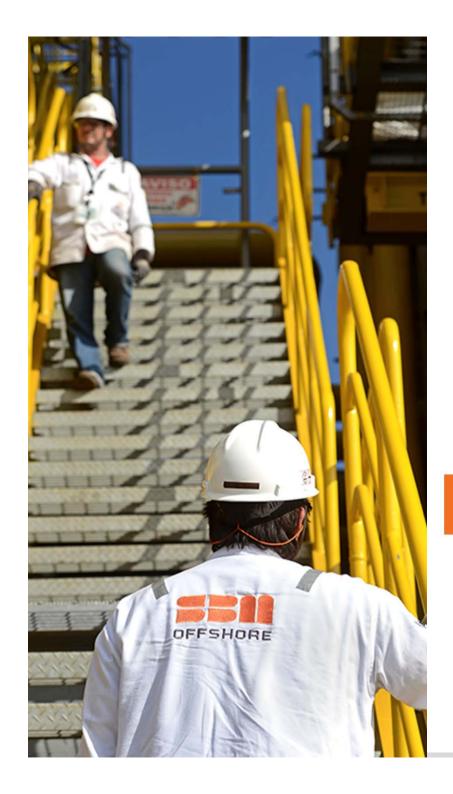
⁽¹⁾ The difference between current borrowings and the debt repayment profile are attributable to capitalized transaction costs.

⁽²⁾ The revolving credit facility expires in 2022, but may be repaid any time prior with no penalty. As of December 31, 2015, there is nothing drawn on the facility.



Funding





FY 2015 Review

Macro View

FY 2015 Financials

Outlook



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Scheduled for Delivery

FPSO *Cidade de Maricá* & FPSO *Cidade de Saquarema*



FPSO *Turritella*



- On-site undergoing first oil readiness for acceptance testing
- Expected delivery in first quarter 2016
- Initial charter contract of 20 years
- Undergoing topside module integration at the joint venture Brasa yard outside of Rio de Janeiro
- Expected delivery mid-2016
- Initial charter contract of 20 years
- Construction completed; Arrived in the U.S. Gulf of Mexico
- Expected delivery mid-2016
- Initial charter contract of 10 years, with extension options up to a total of 20 years

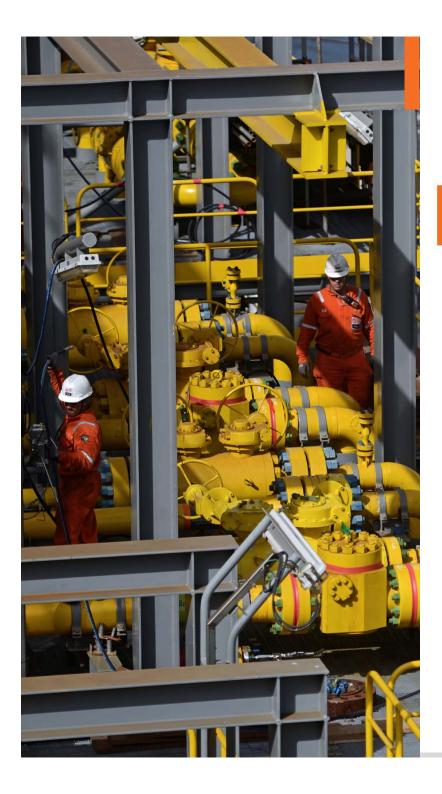


2016 Cash Dividend

- Reinstatement of dividend totaling US\$45 million or US\$0.21 per share
 - 25% of the Company's US\$180 million underlying Directional⁽¹⁾ net income, which is exceptionally adjusted for non-recurring compliance related events
 - Annual General Meeting of Shareholders approval on April 6, 2016
 - Calculated in US Dollars, payable in Euros; conversion based on April 6, 2016 exchange rate
 - Payable in cash given the Company's strong cash position

2016 Guidance

- Directional⁽¹⁾ Revenue guidance: At least US\$2.0 billion
 - Turnkey: US\$0.6-0.7 billion
 - Lease & Operate: US\$1.3-1.4 billion
- Directional⁽¹⁾ EBITDA guidance: Around US\$750 million
- Directional⁽¹⁾ Capital Expenditure⁽²⁾ guidance for the three finance lease vessels under construction:
 - US\$443 million spent in 2015
 - Remaining Directional⁽¹⁾ Capital Expenditure of US\$90 million expected in 2016



Appendix



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Directional vs IFRS: JVs During Construction

■ The table below summarizes the accounting consequences under IFRS and Directional⁽¹⁾ of the participation by JV partners in a mature construction project, for a finance lease for a client

| | IFRS Treatment | Directional ⁽¹⁾ Treatment |
|--|--|---|
| Income statement before JV participation | The entire EPC is seen as revenue and margin, as client 'buys' the project with a financing arrangement | No P&L, as SBM does not invoice the client until the project is delivered and generates day rate income |
| Income statement after JV participation | No effect, as long as SBM retains control and the venture is fully consolidated | SBM invoices the venture partners for their share in the construction value, and records the revenue and margin through its Directional ⁽¹⁾ income |



IFRS 10 & 11

| Joint Ventures | Lease Contract Type | SBM Share % | Directional ⁽¹⁾ | IFRS |
|---------------------------|---------------------------|-------------|----------------------------|--------------------|
| FPSO N'Goma FPSO | FL | 50% | Proportional | Equity |
| FPSO Saxi Batuque | FL | 50% | Proportional | Equity |
| FPSO Mondo | FL | 50% | Proportional | Equity |
| FPSO Cdde de Ilhabela | FL | 62.25% | Proportional | Full consolidation |
| FPSO Cdde de Maricá | FL | 56% | Proportional | Full consolidation |
| FPSO Aseng | FL | 60% | Proportional | Full consolidation |
| FPSO Cdde de Paraty | FL | 50.5% | Proportional | Full consolidation |
| FPSO Cidde de Saquarema | FL | 56% | Proportional | Full consolidation |
| FPSO Turritella | FL | 55% | Proportional | Full consolidation |
| FPSO Kikeh ⁽²⁾ | FL | 49% | Proportional | Equity |
| FPSO Capixaba | OL | 80% | Proportional | Full consolidation |
| FPSO Espirito Santo | OL | 51% | Proportional | Full consolidation |
| Yetagun ⁽³⁾ | FL | 75% | Proportional | Full consolidation |
| N'kossa II | OL | 50% | Proportional | Equity |

Note: Deep Panuke, Thunder Hawk and FPSOs *Cidade de Anchieta*, and *Marlim Sul* are fully owned by SBM and are therefore fully consolidated

⁽¹⁾ Directional view is a non-IFRS disclosure, which assumes all lease contracts are classified as operating leases and all vessel joint ventures are proportionally consolidated.

⁽²⁾ Kikeh lease classification changed from OL to FL effective 1Q14.

⁽³⁾ Yetagun lease classification changed from OL to FL effective 2Q15.



Group Loans & Borrowings

| | Net Book Value as of December 31, 2015 | | |
|--|--|----------|--------------------------------------|
| | Full Amount | IFRS | Proportional (Business Ownership) |
| PROJECT FINANCE FACILITIES DRAWN | | | |
| FPSO Capixaba relocation | \$ 31 | \$ 31 | \$ 24 |
| FPSO Espirito Santo | 42 | 42 | 22 |
| FPSO Aseng | - | - | - |
| FPSO Cidade de Paraty | 801 | 801 | 405 |
| MOPU Deep Panuke | 382 | 382 | 382 |
| FPSO Cidade de Anchieta | 423 | 423 | 423 |
| FPSO Cidade de Ilhabela | 1,103 | 1,103 | 687 |
| Normand Installer | 56 | - | 28 |
| OS Installer | 102 | - | 25 |
| US\$ GUARANTEED PROJECT FINANCE FACILITIES DRAWN | 504 | | 250 |
| FPSO N'Goma FPSO | 501 | - | 250 |
| FPSO Cidade de Maricá | 1,337 | 1,337 | 749 |
| FPSO Cidade de Saquarema | 1,178 | 1,178 | 660 |
| FPSO Turritella | - | - | - |
| REVOLVING CREDIT FACILITY | | | |
| Revolving credit facility | (4) | (4) | (4) |
| OTHER | | | |
| Other long-term debt | 445 | 429 | 6 |
| Net book value of loans and borrowings | \$ 6,397 | \$ 5,722 | \$ 3,657 |



New Revolving Credit Facility

| Key Characteristics | | |
|-------------------------|---|--|
| Amount | ■ US\$1.0 billion | |
| Tenor | 5 years + two one-year extensionsDoor-to-door maturity of 7 years | |
| Accordion Option | SBM may request an increase of the Facility to US\$1.25 billion | |
| Opening Margin | 70 bps vs. 125 bps applicable in late 2014 under the previous RCF | |
| Financial Ratios | Previous definitions kept and slightly fine tuned, in line with previous IFRS standards excluding IFRS 10 & 11 Proportional reporting remains for the calculation of the ratios Holiday Covenant to accommodate lower EBITDA and the leverage peak in 2015/2016 | |
| Permitted Guarantees | Completion Guarantees including debt repayment guarantees up to US\$6.0 billion | |

| С | Covenant Calculations | | |
|----------------------------|--|--|--|
| Solvency Ratio | Tangible Net Worth divided by Total Tangible Assets > 25% | | |
| | Solvency Ratio = 32.3% vs. FY14 31.1% | | |
| Leverage Ratio | Consolidated Net Borrowings divided by Adjusted EBITDA < 3.75 | | |
| | Leverage Ratio = 3.7 vs. FY14 2.6 | | |
| Interest Cover Ratio | Adjusted EBITDA divided by Net Interest Payable > 5.0 Interest Cover Ratio = 7.1 vs. FY14 14.1 | | |

☑ All covenants are satisfied;Have not exercised 'Holiday Covenant'



New RCF Covenant Definitions

| Key Financial Covenant | Definition |
|------------------------|--|
| Solvency Ratio | ■ Tangible Net Worth ⁽¹⁾ divided by Total Tangible Assets ⁽²⁾ > 25% |
| Leverage Ratio | Consolidated Net Borrowings⁽³⁾ divided by Adjusted EBITDA⁽⁴⁾ < 3.75 At the request of the Company, the leverage ratio may be replaced by the |
| | Operating Net Leverage Ratio which is defined as Consolidated Net Operating Borrowings ⁽⁵⁾ divided by Adjusted EBITDA ⁽⁴⁾ < 2.75 |
| | This only applies to the period starting from June 30, 2015 to June 30, 2016 |
| Interest Cover Ratio | ■ Adjusted EBITDA ⁽⁴⁾ divided by Net Interest Payable ⁽⁶⁾ > 5.0 |

- (1) Total Equity (including non-controlling interests) of SBM Offshore N.V. in accordance with IFRS excluding the mark to market valuation of currency and interest derivatives undertaken for hedging purposes by SBM Offshore N.V. through Other Comprehensive Income.
- (2) SBM Offshore N.V's total assets (excluding intangible assets) in accordance with IFRS Consolidated Statement of Financial position less the mark to market valuation of currency and interest derivatives undertaken for hedging purposes by SBM Offshore N.V. and included as consolidated total assets in the consolidated financial statements.
- (3) Outstanding principal amount of any moneys borrowed or element of indebtedness (excluding money borrowed from partners in joint ventures) aggregated on a proportional basis for the Company's share of interest less the consolidated cash and cash equivalents available.
- (4) Consolidated earnings before interest, tax and depreciation of assets and impairments of SBM Offshore N.V. in accordance with IFRS except for all lease and operate joint ventures being then proportionally consolidated, adjusted for any exceptional or extraordinary items, and by adding back the capital portion of any finance lease received by SBM Offshore N.V. during the period.
- (5) Consolidated Net Borrowings adjusted by deducting the moneys borrowed or any element of indebtedness allocated to any project during its construction on a proportional basis for the Company's share of interest.
- (6) All interest and other financing charges paid up, payable (other than capitalised interest during a construction period and interest paid or payable between wholly owned members of SBM Offshore N.V.) by SBM Offshore N.V. less all interest and other financing charges received or receivable by SBM Offshore N.V., as per IFRS and on a proportional basis for the Company's share of interests in all lease and operate joint ventures.



Floating Solutions

Current: Focus on top-end segment

- FPSOs
- Turret moorings
- Turnkey Sale or Lease & Operate



Future: Leverage core competencies

- ► Floating LNG (FLNG)
- Semisubmersible & TLP production units
- Brownfields; Operating and Maintenance

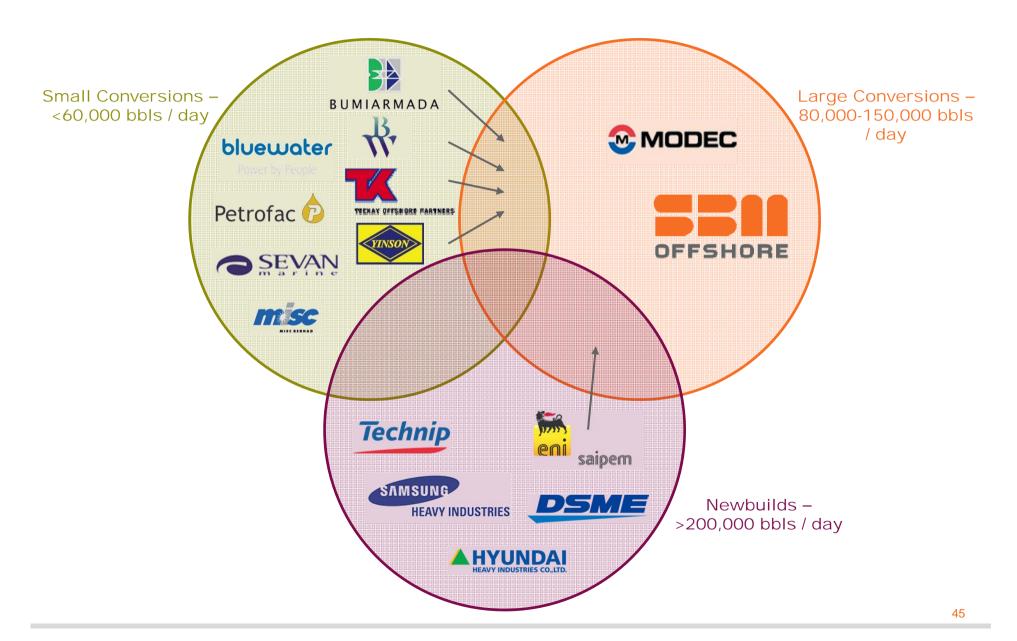








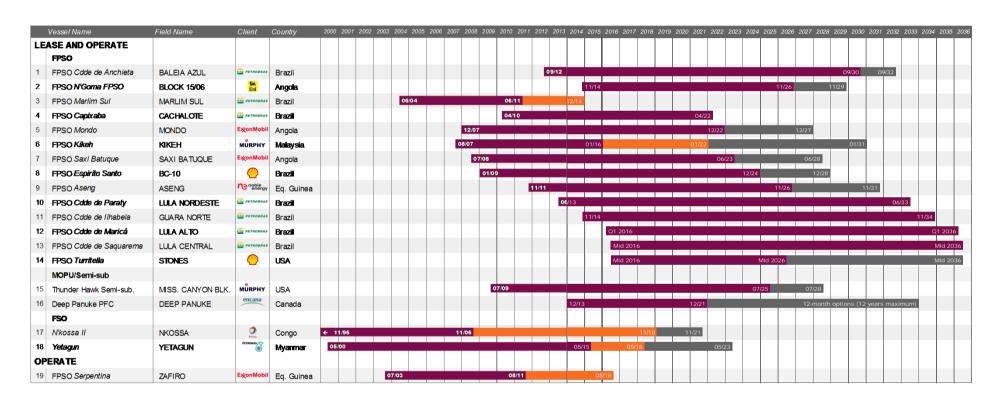
Competitive Landscape





SBM Lease Portfolio

L&O Portfolio Average Duration: 13.9 years⁽¹⁾



Initial Lease Period

Confirmed Extension

■ Contractual Extension Option



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