



AGENDA

Extraordinary General Meeting of SBM Offshore N.V. (the “Company” or “SBM Offshore”) to be held on Friday January 17, 2025 at 3.30 p.m. CET (“EGM”) at the Sheraton Amsterdam Airport Hotel, Schiphol Boulevard 101, 1118 BG Amsterdam, the Netherlands

1. Opening

Composition of the Supervisory Board

2. Resignation of Ms H.A. Mercer as member of the Supervisory Board

Information

After serving almost three years at the Supervisory Board, Ms H.A. Mercer steps down as member of the Supervisory Board as per January 1, 2025.

3. Appointment of Ms L.A. de Andrade as a member of the Supervisory Board

Resolution

The Supervisory Board has resolved to make a non-binding proposal to the General Meeting, in accordance with article 23 of the Company’s Articles of Association, to appoint Ms de Andrade as a member of the Supervisory Board. The proposed appointment is for a term starting the date of this meeting and ending at the end of the Annual General Meeting to be held in 2029, which is the fourth year after the appointment.

Motivation of the proposed appointment

When selecting Ms de Andrade, the profiles and competencies of the Supervisory Board as well as the diversity policy were observed. The Supervisory Board recommends appointing Ms de Andrade in view of her experience in various roles in the oil and gas industry including deepwater development, which will contribute to the Supervisory Board.

Personal information

Name: Lucia Maria de Andrade
Nationality: Brazilian
Born: July 26, 1957 (age: 67)

Education and professional experience

Ms de Andrade obtained the Chemical Engineering degree from the Federal University of Rio de Janeiro, Brazil (1980). Ms de Andrade has over 40 years of experience in various parts of the oil and gas industry. She held executive management positions as a senior executive with companies such as ABB Lummus Global (The Netherlands), Technip (Brazil), Subsea7 (Brazil) and at Shell (Brazil and USA) lastly as SVP Deepwater Projects in the USA, from which position she will step down effective December 31, 2024.

Other mandates

Ms de Andrade holds no other mandates at present.

Regulatory information

Ms de Andrade complies with the Dutch Act on Management and Supervision as regards the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities (section 2:142a of the Dutch Civil Code).

Ms de Andrade does not own shares in the Company.

Upon appointment, Ms de Andrade will qualify as an independent member of the Supervisory Board as defined in the Dutch Corporate Governance Code.

4. Appointment of Ms D. Dettingmeijer as a member of the Supervisory Board

Resolution

The Supervisory Board has resolved to make a non-binding proposal to the General Meeting, in accordance with article 23 of the Company’s Articles of Association, to appoint Ms D.

Dettingmeijer as a member of the Supervisory Board. The proposed appointment is for a term starting the date of this meeting and ending at the end of the Annual General Meeting to be held in 2029, which is the fourth year after the appointment.

Motivation of the proposed appointment

When selecting Ms Dettingmeijer, the profiles and competencies of the Supervisory Board as well as the diversity policy were observed. The Supervisory Board recommends appointing Ms Dettingmeijer in view of her extensive financial experience, which will contribute to the Supervisory Board.

Personal information

Name: Denise Dettingmeijer
Nationality: American
Born: April 14, 1965 (age: 59)

Education and professional experience

Ms Dettingmeijer obtained a Master of Business Administration degree with a Major in Finance of the University of Connecticut, USA (1989) as well as a Bachelor of Science with a Major in Management & Human Resource Development of the University of Connecticut, USA (1987). Ms Dettingmeijer is an experienced finance executive with more than 20 years of experience as CFO. She held executive management positions at ADAC Laboratories Europe (The Netherlands), Alcoa (USA), Aleris International (Switzerland) and Randstad North America (USA). Since December 1, 2023, she is CFO at Medical Solutions (USA).

Other mandates

Ms Dettingmeijer holds no other mandates at present.

Regulatory information

Ms Dettingmeijer complies with the Dutch Act on Management and Supervision as regards the maximum number of supervisory board seats and non-executive board memberships in large Dutch entities (section 2:142a of the Dutch Civil Code).

Ms Dettingmeijer does not own shares in the Company.

Upon appointment, Ms Dettingmeijer will qualify as an independent member of the Supervisory Board as defined in the Dutch Corporate Governance Code.

5. Closing
