

## **SCHEDULE 2 PROFILE OF THE SUPERVISORY BOARD**

### **1 GENERAL**

- 1.1 This profile was prepared taking into account the limitations by law and the Articles of Association and the nature of the Company's Business and its activities.
- 1.2 This profile sets out:
- a) the size of the Supervisory Board;
  - b) the desired expertise and background represented in the Supervisory Board;
  - c) the desired diversity among Supervisory Directors; and
  - d) the desired independence of Supervisory Directors.
- 1.3 The Supervisory Board considers this profile when preparing nominations of persons to be appointed as Supervisory Directors.

### **2 SIZE AND COMPOSITION**

- 2.1 The Supervisory Board consists of at least three members, in accordance with article 22.1 of the Articles of Association.
- 2.2 The desired composition of the Supervisory Board is such that the combined experience, expertise and diversity of the Supervisory Directors enables the Supervisory Board to best carry out its responsibilities to the best of its ability. Each Supervisory Director has the specific expertise required for the fulfilment of their duties. Each Supervisory Director must be capable of assessing the broad outline of the overall management.
- 2.3 In particular, the desired composition of the Supervisory Board must include the following areas of expertise and backgrounds among its members:
- a) financial administration and accounting, and internal risk management and control systems;
  - b) management strategy and risks inherent to the Business;
  - c) management selection, recommendation and development; and
  - d) compliance, corporate governance, stock exchange rules and stakeholder management.
- 2.4 The following criteria of experience and expertise are also relevant for the selection and composition of the Supervisory Board expertise:
- a) relevant geographic regions;

- b) current and former executive and non-executive directorships;
- c) energy industry, government relations and regulatory affairs;
- d) management of major projects;
- e) technology and new business models;
- f) banking and M&A;
- g) information technology and digitalization;
- h) sustainability; and
- i) human resources management

**Diversity and Inclusion policy**

- 2.5 SBM Offshore acknowledges that a broad spectrum of backgrounds, experience, expertise and perspectives brings benefits to the Company and its Business. A diverse composition of the Supervisory Board contributes to a well-balanced decision-making process and proper functioning of the Supervisory Board. Such diversity also enables each member to make valuable contributions in carrying out the respective Supervisory Board and its Committee's responsibilities.
- 2.6 In line with Dutch statutory gender diversity legislation and the Code, the following diversity and inclusion aspects and targets have been identified as relevant for the Supervisory Board:
- a) nationality/cultural background: The aspiration is to achieve fair and appropriate representation in the Supervisory Board in terms of nationality, cultural background and experience relevant to the geographic regions in which the Company operates. This approach reflects the international scope of the Company's business activities and supports proper governance through diverse perspectives;
  - b) gender: At least one third of the Supervisory Board members should be male, and at least one third should be female.
- 2.7 The diversity and inclusion aspects and targets referred to in Clause 2.6 shall be considered and promoted when composing the Supervisory Board and selecting persons to be nominated for appointment as member hereof.
- 2.8 In general, while experience and strong performance are often weighing heavily on the decision to nominate a Supervisory Board member for re-appointment, new appointments offer the opportunity to re-balance the Supervisory Board's composition when necessary. When considering vacancies, particular attention is given to achieving and maintaining an appropriate balance in nationality, cultural background, and gender. Additionally, experience and expertise are carefully considered. Ultimately the most qualified candidate will be nominated for appointment.

### **3 INDEPENDENCE**

- 3.1 The desired composition of the Supervisory Board enables Supervisory Directors to operate independently, including the ability to operate critically with one another, the Management Board, and any particular interests involved.
- 3.2 In particular, the desired composition of the Supervisory Board ensures that:
- a) at most one Supervisory Director does not qualify as independent pursuant to best practice provision 2.1.8 sections (i) to (v) inclusive of the Code;
  - b) less than half of the Supervisory Directors do not qualify as independent pursuant to best practice provision 2.1.8 of the Code; and
  - c) for each shareholder, or group of affiliated shareholders, who directly or indirectly hold more than ten percent of the shares in the Company's share capital, there is at most one Supervisory Director who can be considered to be affiliated with or representing them as stipulated in best practice provision 2.1.8 sections (vi) and (vii) of the Code.

----