

SUPERVISORY BOARD RULES SBM OFFSHORE N.V.

AS PER DECEMBER 10, 2025

1 DEFINITIONS AND CONSTRUCTION

- 1.1 These rules are issued pursuant to article 26 of the Articles of Association and govern the internal proceedings of the Supervisory Board. These rules were amended and restated by the Supervisory Board of the Company after consultation with the Management Board of the Company on December 10, 2025.
- 1.2 In these rules capitalised terms have the meaning as set out in Schedule 1. Any reference in these rules to "in writing" means in writing or by other reproducible electronic communication.
- 1.3 The following Schedules are attached to and form an integral part of these rules:

Schedule 1 Definitions

Schedule 2 Profile of the Supervisory Board

Schedule 3 General responsibilities of the Supervisory Board

Schedule 4 The rules governing the Audit Committee of the Supervisory Board

Schedule 5 The rules governing the Appointment and Remuneration Committee of the Supervisory Board

Schedule 6 The rules governing the Technical and Commercial Committee of the Supervisory Board

Schedule 7 Related Party Transaction Policy

2 COMPOSITION, RESPONSIBILITIES AND DIVISION OF DUTIES

Composition and responsibilities of the Supervisory Board

- 2.1 The Supervisory Board is responsible for supervising the Company's management and the Company's general affairs and the Business. The Supervisory Board shall assist the Management Board with advice. In the performance of its duties, the Supervisory Directors shall be guided by the interests of the Company and the Business.
- 2.2 The Supervisory Board consists of such a number of members as the Supervisory Board may decide in accordance with the Articles of Association. The Supervisory Board prepares a profile that outlines its size and composition, taking into account the nature of Business, its activities, and the desired expertise and background of the Supervisory Directors, thereby also taking into account the diversity and inclusion policy of the Supervisory Board. The current profile is set out in Schedule 2 and published on the Company's website. The Supervisory Board shall discuss the profile and each amendment to the profile with the General Meeting.
- 2.3 A Supervisory Director is appointed for a maximum period of four years, and unless a Supervisory Director resigns earlier, the term of appointment shall end on the day of the first annual General Meeting, that will be held in the fourth year after the appointment. A Supervisory Director may be reappointed with due observance of the provision of the previous sentence, which reappointment can be made once for another maximum period of four years, and thereafter for a period of two

years, which appointment may be extended by at most two years. The Supervisory Board prepares a rotation schedule to prevent, where possible, reappointments occurring at the same time. The current rotation schedule is published on the Company's website.

- 2.4 The general responsibilities of the Supervisory Board are set out in Schedule 3.

Responsibilities of the Chair and the Vice-Chair

- 2.5 The Supervisory Board appoints one of its members as Chair, and another one as Vice-Chair. The Chair cannot be a former Managing Director and must be independent in accordance with best practice provision 2.1.9 of the Code.
- 2.6 The Chair is primarily responsible for, among others,:
- a) ensuring that the Supervisory Board has proper contact with the Management Board and the General Meeting;
 - b) ensuring the Supervisory Board elects a Vice-Chair;
 - c) coordination of the Supervisory Board's decision-making process and ensuring that there is sufficient time for deliberation and decision-making by the Supervisory Board;
 - d) ensuring the timely and adequate provision of information to the Supervisory Board as necessary for the proper performance of their duties;
 - e) ensuring that the Supervisory Board and its committees function properly;
 - f) ensuring that the functioning of individual Managing Directors and Supervisory Directors is assessed at least annually;
 - g) ensuring that the Supervisory Directors and Managing Directors follow their induction, education and training program;
 - h) ensuring that the Management Board performs activities to maintain a culture aimed at sustainable long-term value creation;
 - i) ensuring that any material misconduct and irregularities, or suspicion thereof, are reported to the Supervisory Board without delay;
 - j) chairing the General Meeting and ensuring that it proceeds in an orderly and efficient manner;
 - k) assuring effective communication with shareholders; and
 - l) ensuring that the Supervisory Board is involved closely, and at an early stage, in any merger or takeover process and that the Supervisory Board ensures that the stakeholder interests concerned are carefully weighed and any conflict of interest for Supervisory Directors or Managing Directors is avoided.

- 2.7 The Chair acts on behalf of the Supervisory Board as the main contact for the Management Board, Supervisory Directors and shareholders.
- 2.8 The Chair must consult regularly with the chair of the Management Board.
- 2.9 The Vice-Chair deputises for the Chair if the position of Chair is vacant (*ontstentenis*) or if the Chair is unable to act (*belet*). If both the Chair and Vice-Chair are absent or unable to act, the Chair's tasks will be taken over by the longest serving Supervisory Director or such other member designated for that purpose by the Supervisory Board.
- 2.10 The Vice-Chair acts as main contact for individual Supervisory Directors and Managing Directors regarding the performance of the Chair.

Delegated Supervisory Directors and temporary Management Board function

- 2.11 The Supervisory Board may appoint one or more members as "delegated" member of the Supervisory Board. A delegated Supervisory Director is assigned with a special task. The delegated authority may not extend beyond the responsibilities of the Supervisory Board and may therefore not include the management of the Company. It entails more intensive supervision, advice and regular consultation with the Management Board. The delegation shall be of a temporary nature only, and may not detract from the function and power of the Supervisory Board. The delegated Supervisory Director remains a member of the Supervisory Board and reports regularly on the execution of their special task to the Supervisory Board.
- 2.12 A Supervisory Director who temporarily takes up management responsibilities in the absence or inability of the Management Directors to fulfil their duties, resigns from the Supervisory Board in order to take up these responsibilities.

3 COMMITTEES OF THE SUPERVISORY BOARD

General

- 3.1 The Supervisory Board may assign certain tasks to one or more permanent or ad hoc committees consisting of one or more Supervisory Directors.
- 3.2 The task of Supervisory Board committees is to prepare the Supervisory Board's decision-making. Establishing committees does not diminish the responsibility of the Supervisory Board and its Directors for obtaining information and forming an independent opinion. The committees cannot adopt resolutions on behalf of the Supervisory Board.
- 3.3 Supervisory Board committee members are appointed by the Supervisory Board from its own members. For each committee, the Supervisory Board appoints a chair from among the committee members, and a secretary. The secretary does not need to be a Supervisory Director.
- 3.4 Supervisory Board committees report on a regular basis to the Supervisory Board on the main items discussed.

Permanent Committees

- 3.5 The Supervisory Board has the following permanent committees:
- a) the Audit Committee, with duties and internal proceedings as set out in Schedule 4;
 - b) the Appointment and Remuneration Committee, with duties and internal proceedings as set out in Schedule 5; and
 - c) the Technical and Commercial Committee, with duties and internal proceedings organisation as set out in Schedule 6.

Ad hoc committees

- 3.6 The Supervisory Board may establish ad hoc committees.
- 3.7 The role, duties and internal proceedings of ad hoc committees are set out in writing by the Supervisory Board and form part of these rules.

4 COMPANY SECRETARY

- 4.1 The Company Secretary assists the Supervisory Board. Among various tasks, the Company Secretary ensures compliance with all processes and procedures, statutory obligations and any obligations under the Articles of Association and these rules. The Company Secretary facilitates the provision of information to the Supervisory Board. The Company Secretary supports the Chair in organising the Supervisory Board affairs, including providing information, and developing meeting agendas, evaluations and training programs.
- 4.2 Subject to the Supervisory Board's approval, the Management Board appoints and dismisses the Company Secretary. The Supervisory Board may recommend the appointment or dismissal of the Company Secretary to the Management Board.
- 4.3 If the Company Secretary also undertakes work for the Management Board and notes that the interests of the Management Board and the Supervisory Board diverge, as a result of which it is unclear which interests the Company Secretary should represent, the Company Secretary reports this to the Chair.

5 MEETINGS OF THE SUPERVISORY BOARD AND DECISION MAKING

Convening meetings and agenda

- 5.1 Meetings are held in accordance with a meeting schedule that is annually set by the Supervisory Board. Extra meetings are convened at the request of any Supervisory Director.

- 5.2 Meetings are convened in a timely manner by the Chair or the Vice-Chair or, if the Chair and Vice-Chair positions are vacant (*ontstentenis*) or the Chair and Vice-Chair are unable to act (*belet*), by any other Supervisory Director. The notice sets out the meeting agenda.
- 5.3 The Supervisory Director who is convening a meeting sets the agenda for that meeting. Supervisory Directors may submit agenda items to the Supervisory Director who is convening the meeting.

Meeting location

- 5.4 Meetings are normally held at the Company's offices but may also take place at another location. Meetings may also be held by telephone, videoconference or other means of electric communication, provided that all participants can hear each other simultaneously. Supervisory Directors attending the meeting by telephone, videoconference or electronic communication are considered present at the meeting.

Attendance

- 5.5 Each Supervisory Director attends Supervisory Board meetings and the meetings of the committees that the Supervisory Director is a member of. If a Supervisory Director is frequently absent from these meetings, that Supervisory Director must account for this.
- 5.6 A Supervisory Director may be represented at a meeting by another Supervisory Director holding a proxy in writing¹.
- 5.7 The Supervisory Board may require that certain employees or external advisers attend its meetings. The external auditor must attend the Supervisory Board meeting at which the external auditor's report on the audit of the financial statements is discussed. The Assurance Provider must attend the Supervisory Board meeting at which the Assurance Provider's report on the assurance of the sustainability reporting is discussed.

Chair of the meeting

- 5.8 The Chair or, if the Chair is not present at the meeting, the Vice-Chair acts as Meeting Chair. If both the Chair and the Vice-Chair are not present at a meeting and the Chair has not appointed another Supervisory Director as Meeting Chair, the Supervisory Directors present at the meeting will appoint one of them as Meeting Chair.

Adoption of resolutions - quorum requirements

- 5.9 Unless law, the Articles of Association or these rules have a different quorum requirement, the Supervisory Board may only adopt resolutions at a meeting if a majority of the Supervisory Directors entitled to vote is present or represented at the meeting.
- 5.10 If the Chair believes there is an exceptional situation that requires the Supervisory Board's immediate resolution, the quorum requirement referred to in clause 5.9 does not apply, provided that at least two Supervisory Directors entitled to vote are present or represented at the meeting

¹ A Supervisory Director may only grant a proxy to another Supervisory Director if both the grantor and the intended proxy holder are themselves entitled to vote (i.e. neither is conflicted or suspended).

and reasonable efforts have been made to involve the other Supervisory Directors in the decision making.

- 5.11 The Company Secretary ensures that adopted resolutions are communicated to Supervisory Director(s) not present at the meeting without delay.

Adoption of resolutions - majority requirements

- 5.12 Each Supervisory Director has one vote. Where possible, the Supervisory Board adopts its resolutions by unanimous vote. If this is not possible, the resolution is adopted by a majority of votes cast, unless the law, Articles of Association or the rules require a larger majority.
- 5.13 In the event of a tie, the Meeting Chair, if entitled to vote, has a casting vote, provided that at least two other Supervisory Directors entitled to vote are in office.
- 5.14 If there is insufficient agreement on a proposed resolution during the meeting, the Meeting Chair may defer the proposal for further discussion or withdraw the proposal.

Meeting minutes

- 5.15 The Company Secretary or any other person designated as Meeting Secretary prepares the meeting minutes. The minutes are adopted at the next Supervisory Board meeting; or by the Meeting Chair and Meeting Secretary, after having consulted the Supervisory Directors present or represented at that meeting.
- 5.16 Resolutions can be evidenced by the minutes, a statement, a confirmation or an extract of the particular meeting signed by the Meeting Chair and/or the Meeting Secretary.

Adopting resolutions without holding a meeting

- 5.17 The Supervisory Board may also adopt resolutions without holding a meeting, provided that the resolutions are adopted in writing, all Supervisory Directors express themselves and no Supervisory Director has opposed to this method of decision-making.
- 5.18 Clauses 5.12 and 5.13 also apply to adopting resolutions without holding a meeting.

6 CONFLICTS OF INTEREST

Preventing conflicts of interest

- 6.1 Any conflict of interest between the Company and Supervisory Directors should be avoided. The Supervisory Board is responsible for dealing with any conflicts of interest that Managing Directors, Supervisory Directors or majority shareholders may have in relation to the Company.
- 6.2 Supervisory Directors must remain alert to conflicts of interest and may not:
- a) compete with the Company;

- b) demand or accept substantial gifts from the Company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
- c) provide unjustified advantages to third parties at the Company's expense; or
- d) take advantage of business opportunities that the Company is entitled to, for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.

Definition

6.3 For purposes of clauses 6.1 through 6.8, a "conflict of interest" means:

- a) a direct or indirect personal conflict of interest within the meaning of article 2:140(5) BW; and
- b) any other situation which causes reasonable doubt about whether the Supervisory Director concerned is being guided in the decision-making process solely by the interests of the Company and the Business.

6.4 A Supervisory Director has a potential conflict of interest if the Company intends to enter into a transaction with:

- a) a legal entity in which that Supervisory Director or a person who has a family relationship with that Supervisory Director personally has a material financial interest;
- b) a legal entity whose management or supervisory board includes a member who has a family relationship with that Supervisory Director;
- c) a legal entity where that Supervisory Director has a management or supervisory position; or
- d) that Supervisory Director or a person who has a family relationship with that Supervisory Director.

Consequences

6.5 A Supervisory Director may not participate in the Supervisory Board's or a committee's deliberations and decision-making process on a subject where the Supervisory Director is found to have a conflict of interest under clause 6.7. Consequently, the Supervisory Director does not qualify as a Supervisory Director entitled to vote in relation to that subject.

Obligation to report

6.6 A Supervisory Director, other than the Chair or Vice-Chair must without delay report any actual or potential conflict of interest to the Chair, or in the Chair's absence, the Vice-Chair. The Chair must without delay report any actual or potential conflict of interest to the Vice-Chair or, in the Vice-Chair's absence, to the other Supervisory Directors. The Vice-Chair must without delay report any actual or potential conflict of interest to the Chair or, in the Chair's absence, to the other Supervisory Directors. The Supervisory Director must provide all relevant information, including

any relevant information about their spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree.

Determining conflicts of interest

- 6.7 The Supervisory Board decides if a Supervisory Director has a conflict of interest, without the Supervisory Director concerned being present.

At arm's length. Supervisory Board approval

- 6.8 Management Board resolutions on a subject where the Supervisory Board has found one or more Managing Directors to have a conflict of interest:
- a) may only be adopted if the Company enters into the transaction on terms that are customary in the market; and
 - b) require the Supervisory Board's approval if the conflict of interest is of material significance to the Company or the relevant Managing Director.

7 MISCONDUCT AND IRREGULARITIES

- 7.1 The Management Board informs the Chair, without delay, of any signs of actual or suspected material misconduct or irregularities within the Company and the Business. If the actual or suspected misconduct or irregularity relates to the functioning of a Managing Director, employees can report this directly to the Chair.
- 7.2 The Management Board ensures that employees have the opportunity, without jeopardising their legal position, on the basis of the Company's Speak-Up Policy as published on the Company's website, to report actual or suspected misconduct or irregularities within the Company and the Business.
- 7.3 The Supervisory Board monitors: i) the operation of the procedure for reporting actual or suspected misconduct or irregularities within the Company and the Business, ii) appropriate and independent investigations into signs of misconduct or irregularities, and, iii) if misconduct or irregularities have been discovered, an adequate follow-up of any recommendations for remedial actions. To safeguard the independence of the investigation when the Management Board is involved, the Supervisory Board has the option to initiate and coordinate its own investigation into any irregularities.
- 7.4 The external auditor or the Assurance Provider informs the Management Board and the chair of the Audit Committee without delay if, during the performance of duties, they discover or suspect misconduct or irregularities. If the actual or suspected misconduct or irregularity pertains to the functioning of a Managing Director, the external auditor reports this directly to the Chair.
- 7.5 The internal audit function informs the Management Board and the chair of the Audit Committee without delay if, during the performance of duties, they discover or suspect an instance of material misconduct or irregularity. If the actual or suspected material misconduct or irregularity pertains to

the functioning of a Managing Director, the internal audit function should report this directly to the Chair.

8 RELATIONSHIP WITH THE GENERAL MEETING, MANAGEMENT BOARD, EMPLOYEE-PARTICIPATION BODIES AND THE EXECUTIVE COMMITTEE

General Meeting

- 8.1 The Supervisory Board adequately provides any information the General Meeting requires, unless overriding interests (*zwaarwegende belangen*) of the Company or any laws, rules or regulations applicable to the Company prevent it from doing so. The Supervisory Board shall specify the reasons for invoking such overriding interests.
- 8.2 Each Managing Director and each Supervisory Director nominated for appointment attends the General Meeting at which votes will be cast on its nomination.

Management Board – resolutions requiring Supervisory Board approval

- 8.3 In accordance with article 16 of the Articles of Association the Supervisory Board may make certain Management Board resolutions subject to its approval. These resolutions must be clearly specified and communicated in writing to the Management Board.
- 8.4 In addition to Management Board resolutions that are subject to the Supervisory Board's approval pursuant to the law, the Articles of Association or the Management Board rules, Schedule 3 to the Management Board rules lists the resolutions that the Supervisory Board has made subject to its approval.

Management Board - annual evaluation

- 8.5 The Supervisory Board regularly, and at least annually, evaluates the performance of the Management Board as a whole and the Managing Directors individually. The evaluation takes place without the Managing Directors being present. The Supervisory Board discusses the conclusions of the evaluation in the context of the succession of the Managing Directors.

Managing Directors and majority shareholders - conflicts of interest

- 8.6 The Supervisory Board is responsible for dealing with conflicts of interest between Managing Directors or majority shareholders and the Company. Clause 5 of the Management Board rules sets out the rules on conflicts of interest for Managing Directors.
- 8.7 All transactions between the Company and legal or natural persons holding at least ten percent of the shares in the Company that are of material significance to the Company or to those persons require the approval of the Supervisory Board, in accordance with the related party transaction policy included in Schedule 7. The Supervisory Board will only grant its approval if the transaction is to be entered into by the Company on terms that are customary in the market.

Executive Committee - evaluation and remuneration senior management employees

- 8.8 The Company has no executive committee within the meaning of best practice provision 2.1.3 of the Code.
- 8.9 The Supervisory Board regularly evaluates the performance of senior management employees. At least annually, the Management Board and the Supervisory Board discuss the remuneration of senior management employees.

Employee Representation

- 8.10 The Company has no Works Council or Central Works Council. The relationship with works councils or employee representation organisations is maintained at the level of the entities that employ the staff in the different jurisdictions where the Group operates.

9 EVALUATION OF SUPERVISORY DIRECTORS

Evaluation of Supervisory Directors

- 9.1 The Chair of the Supervisory Board is the main contact on behalf of the Supervisory Board for the Management Board, Supervisory Directors and shareholders regarding the performance of Supervisory Directors other than the Chair. The Vice-Chair is the main contact regarding the Chair's performance.
- 9.2 The Supervisory Board regularly, and at least annually, evaluates its own performance, of its committees and that of the individual Supervisory Board members, without any Managing Directors being present. The Supervisory Board discusses the conclusions and pays attention to:
- a) substantive aspects, conduct and culture, the interaction and collaboration within the Supervisory Board or committee, and the interaction with the Management Board;
 - b) events that occurred in practice from which lessons may be learned; and
 - c) the desired profile, composition, competencies and expertise of the Supervisory Board.
- 9.3 A Supervisory Director retires early in the event of inadequate functioning, structural incompatibility of interests, and in other instances in which this is deemed necessary by the Supervisory Board.

10 POSITIONS OUTSIDE THE COMPANY

- 10.1 Supervisory Directors must inform the Supervisory Board before accepting positions outside the Company.
- 10.2 Supervisory Directors may not accept a position outside the Company without the Supervisory Board's prior approval. The position cannot be in conflict with the Company's interests.

11 CULTURE AND CODE OF CONDUCT

- 11.1 The Management Board and the Supervisory Board are each responsible for fostering openness and accountability within the Company.
- 11.2 The Management Board discusses with the Supervisory Board the adopted values of the Company and the Business that contribute to a culture aimed at creating sustainable long-term value creation.
- 11.3 The Management Board informs the Supervisory Board of its findings and observations on the effectiveness of, and compliance with the Code of Conduct.

12 CONFIDENTIALITY

- 12.1 Supervisory Directors must treat all information and documentation obtained in connection with their position as Supervisory Director with the discretion, integrity and confidentiality that their position as Supervisory Director requires. This provision remains applicable after the Supervisory Director's resignation from the Supervisory Board.

13 MISCELLANEOUS

Miscellaneous

- 13.1 The Supervisory Board may occasionally resolve not to comply with these rules. The Supervisory Board may amend these rules.
- 13.2 If any provision of these rules is held to be or becomes invalid (whether in whole or in part) that provision will, to the extent of its invalidity, be deemed to not form part of these rules, but the validity of the remainder of these rules will not be affected. The Supervisory Board shall replace the invalid provisions with those that are valid and the effect of which, given the contents and purpose of these rules, is to the greatest extent possible similar to that of the invalid provisions.

Governing law and jurisdiction

- 13.4 These rules are governed exclusively by Dutch law.
- 13.5 Any disputes arising out of or in connection with these rules, including disputes concerning their applicability, will be resolved by the courts in Amsterdam, the Netherlands.

SCHEDULE 1 DEFINITIONS

"Appointment and Remuneration Committee" means the committee of the Supervisory Board referred to in clause 3.5(b);

"Articles of Association" means the articles of association of the Company;

"Assurance Provider" means the party providing the statutory assurance to the Company's sustainability reporting;

"Audit Committee" means the committee of the Supervisory Board referred to in clause 3.5(a);

"Business" means the Company's business and the business of its affiliates (*groepsmaatschappijen*)

"BW" means the Dutch Civil Code (*Burgerlijk Wetboek*);

"Chair" means the Supervisory Director with the title Chair, in accordance with clause 2.5;

"Chief Executive Officer" means the chief executive officer of the Company;

"Chief Financial Officer" means the chief financial officer of the Company;

"Code" means the Dutch Corporate Governance Code;

"Code of Conduct" means the code of conduct of the Company;

"Company" means SBM Offshore N.V.;

"Company Secretary" means the company secretary appointed in accordance with clause 4.1;

"General Meeting" means the corporate body that consists of shareholders and all other persons with meeting rights / the meeting in which the shareholders and all other persons with meeting rights assemble;

"Group" means the Company and all entities included in the group (*groep*, within the meaning of article 2:24b BW) headed by it;

"Management Board" means the management board of the Company;

"Managing Director" means a member of the Management Board;

"Meeting Chair" means the Supervisor Director appointed as chair of a meeting in accordance with clause 5.8;

"Meeting Secretary" means the Company Secretary or any other person designated as the meeting secretary by the Meeting Chair or the Company Secretary;

"Schedule" means a schedule to these rules of the Supervisory Board;

"Supervisory Board" means the supervisory board of the Company;

"Supervisory Director" means a member of the Supervisory Board;

"Technical and Commercial Committee" means the committee of the Supervisory Board referred to in clause 3.5(c); and

"Vice-Chair" means the Supervisory Director with the title Vice-Chair, in accordance with clause 2.5.

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.

SCHEDULE 3 GENERAL RESPONSIBILITIES OF THE SUPERVISORY BOARD

1 GENERAL RESPONSIBILITIES OF THE SUPERVISORY BOARD

- 1.1 The Supervisory Board supervises the policies, management and the general affairs of the Company and the business connected to it. The Supervisory Board gives advice to the Management Board about general policies related to the Company and the Business.
- 1.2 The Supervisory Board supervises how the Management Board determines its position on the sustainable long-term value creation strategy and how the Management Board implements that strategy. The Supervisory Board regularly discusses the strategy, the implementation of the strategy and the associated key risks
- 1.3 In fulfilling its responsibilities, the Supervisory Board is guided by the interests of the Company and the Business. The Supervisory Board stimulates openness and accountability within the Company.
- 1.4 The responsibilities of the Supervisory Board include supervising and advising the Management Board with respect to the following responsibilities of the Management Board:
 - a) setting the Company's management agenda;
 - b) enhancing the Group's performance;
 - c) developing a general strategy, including the strategy for realising sustainable long-term value creation and taking into account financial and non-financial risks connected to the Group's business activities;
 - d) ensuring the Company has adequate internal risk management and control systems in place, and identifying and managing the risks associated with the Company's strategy and activities;
 - e) determining and pursuing operational and financial objectives (including the Company's Long-Term Strategic Plan and Operating Plan);
 - f) structuring and overseeing the internal business control systems;
 - g) overseeing the Group's financial and sustainability reporting processes;
 - h) ensuring the Group's compliance with applicable laws and regulations;
 - i) ensuring compliance with and maintaining the Group's corporate governance structure;
 - j) ensuring publication by the Company of any information required by applicable laws and regulations;
 - k) preparing the Company's annual accounts, management report, annual budget and significant capital expenditures;
 - l) the Company's organisation structure and human resources;

- m) drawing up the diversity and inclusion policy for the Management Board and senior management, and for the rest of the workforce;
- n) maintaining relations with shareholders;
- o) monitoring corporate social responsibility; and
- p) ensuring that internal procedures are established and maintained which safeguard that all relevant information is known to the Management Board and the Supervisory Board in a timely fashion.

1.5 In addition, the responsibilities and tasks of the Supervisory Board include:

- a) drawing up the Company's diversity policy for the composition of the Supervisory Board;
- b) selecting and nominating individuals for appointment by the General Meeting as Managing Director;
- c) proposing the remuneration policy for Managing Directors for adoption by the General Meeting and determining the remuneration and the employment terms for the individual Managing Directors in conformity with the remuneration policy;
- d) selecting and nominating individuals for appointment by the General Meeting as Supervisory Directors;
- e) proposing the remuneration policy for Supervisory Directors for adoption by the General Meeting;
- f) adopting the remuneration report on the remuneration policies for the Management Board and the Supervisory Board;
- g) reviewing the performance of the Supervisory Board, its committees, and individual Supervisory Directors and discussing the conclusions that must be drawn on the basis of this review at least on an annual basis;
- h) reviewing the performance of the Management Board and individual Managing Directors and discussing the conclusions that must be drawn on the basis of this review at least on an annual basis;
- i) selecting and nominating for appointment by the General Meeting of the Company's external auditor and the Assurance Provider;
- j) approving the appointment or dismissal of the internal auditor as recommended by the Audit Committee;
- k) reviewing and approving any resolution of the Management Board concerning matters that require approval of the Supervisory Board pursuant to the law, the Articles of Association or clause 8.5/8.6 of the rules of the Supervisory Board;

- l) being responsible for the decision making on dealing with conflicts of interest regarding Managing Directors, Supervisory Directors and majority shareholders in relation to the Company;
 - m) ensuring that best practice provisions 1.3.1 through 1.3.5 (internal audit) and 1.6 through 1.7 (external audit) of the Code are complied with.
- 1.6 The Management Board shall provide the Supervisory Board each year with the Company's strategy plan ("Long-Term Strategic plan"), which includes the Operating Plan for the upcoming financial year. Both the strategy plan and the Operating Plan must be approved by the Supervisory Board before adoption.

SCHEDULE 4 RULES GOVERNING AUDIT COMMITTEE OF THE SUPERVISORY BOARD

1 RESPONSIBILITIES AND COMPOSITION OF THE AUDIT COMMITTEE

Responsibilities

- 1.1 The Audit Committee prepares the Supervisory Board's decision making regarding the supervision of the integrity and quality of the Company's financial and sustainability reporting and the effectiveness of the Company's internal risk management and control systems.
- 1.2 Among other things, the Audit Committee focuses on the supervision of the Management Board with regard to:
 - a) relations with the internal and external auditors, the Assurance Provider any other external party involved in auditing or providing assurance about the financial or sustainability reporting, and compliance with their recommendations and follow-up on observations;
 - b) the Company's funding;
 - c) the application of information, communication technology and cybersecurity; and
 - d) the Company's tax policy.
- 1.3 In addition, the Audit Committee carries out the following duties:
 - a) recommending persons for appointment or dismissal as senior internal auditor;
 - b) annually forming a position on how the internal audit function fulfils its responsibility. The internal audit function shall be evaluated by an independent third party at least every five years;
 - c) if the Company does not have an internal audit department, recommending annually to the Supervisory Board whether adequate alternative measures have been taken;
 - d) monitoring the financial and sustainability reporting process and where necessary ensuring that proposals are drawn up to safeguard the integrity and quality of these processes;
 - e) monitoring and discussing with the Management Board the effectiveness of the design and operation of the internal risk management and control systems, including but not limited to internal risk management and control systems with regard to the Company's financial and sustainability reporting;
 - f) monitoring the statutory audit of the annual accounts, the consolidated annual accounts and the assurance of the sustainability reporting;
 - g) assessing and monitoring the independence of the external auditor or the audit firm of the Company, and the Assurance Provider, if applicable, specifically taking into account the provision of any ancillary services to the Company;

- h) determining the selection process for the external auditor or the audit firm of the Company, and the Assurance Provider, as applicable, and the nomination regarding the assignment to carry out the statutory audit and the assurance of the sustainability reporting; and
- i) coordinating and monitoring compliance with best practice provisions 1.3.1 through 1.3.5 (internal audit) and 1.6 through 1.7 (external audit) of the Code.

Composition

- 1.4 The Supervisory Board determines the size of the Audit Committee, provided that the Audit Committee consists of at least three members.
- 1.5 More than half of the members of the Audit Committee must be independent pursuant to best practice provision 2.1.8 of the Code.
- 1.6 At least one member of the Audit Committee must have specific expertise in financial reporting and in the reviewing of financial reports.

Chair

- 1.7 The Supervisory Board appoints one of its members as chair of the Audit Committee. The Chair or a former Managing Director cannot serve as chair. The chair is primarily responsible for the proper functioning of the Audit Committee. The chair acts as the spokes person of the Audit Committee and is the main contact for the Supervisory Board.

2 MEETINGS AND DECISION-MAKING

- 2.1 Clause 5 of the Supervisory Board Rules applies equally to the meetings and decision making of the Audit Committee, provided that:
 - a) meetings of the Audit Committee are attended by the Chief Financial Officer, the internal auditor and the external auditor, unless the Audit Committee determines otherwise;
 - b) the Audit Committee may decide that, and if so when, the Chief Executive Officer attends its meetings; and
 - c) the Audit Committee may decide that, and if so when, the Assurance Provider attends its meetings.

3 REPORT TO THE SUPERVISORY BOARD

- 3.1 The Audit Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Audit Committee were carried out in the financial year, the composition of the Audit Committee, the number of meetings of the Audit Committee and the main items discussed at those meetings.

- 3.2 In particular, the Audit Committee reports on the results of the annual statutory audit and the results of the assurance of the sustainability reporting to the Supervisory Board. This report includes information on how the statutory audit and the assurance of the sustainability reporting has contributed to the integrity of the financial reporting or the sustainability reporting, and also addresses the role of the Audit Committee in that process.

**SCHEDULE 5 RULES GOVERNING THE APPOINTMENT AND REMUNERATION
COMMITTEE OF THE SUPERVISORY BOARD**

The Appointment and Remuneration Committee consists of the Appointment Committee and the Remuneration Committee.

1 RESPONSIBILITIES AND COMPOSITION OF THE APPOINTMENT COMMITTEE

Responsibilities

- 1.1 The Appointment Committee prepares the Supervisory Board's decision-making regarding:
- a) the drawing up of selection criteria and appointment procedures for Managing Directors and Supervisory Directors;
 - b) the periodical assessment of the size and composition of the Management Board and the Supervisory Board, and the making of proposal for the Supervisory Board profile;
 - c) the periodical assessment of the performance of individual Managing Directors and Supervisory Directors and reporting on this to the Supervisory Board;
 - d) the drawing up of a plan for the succession of Managing Directors and Supervisory Directors;
 - e) the proposal for (re-)appointment of Managing Directors and Supervisory Directors;
 - f) the supervision of the policy of the Management Board on the selection criteria and appointment procedures for senior management; and
 - g) the drawing up of the Company's diversity and inclusion policy for the composition of the Supervisory Board.

Composition

- 1.2 The Supervisory Board determines the size of the Appointment Committee, provided that the Appointment Committee consists of at least three members.
- 1.3 Members of the Appointment Committee are appointed by the Supervisory Board.
- 1.4 More than half of the members of the Appointment Committee must be independent pursuant to best practice provision 2.1.8 of the Code.

Chair

- 1.5 The Supervisory Board appoints one of its members as chair of the Appointment Committee. The chair is primarily responsible for the proper functioning of the Appointment Committee. The chair

acts as the spokes person of the Appointment Committee and is the main contact for the Supervisory Board.

2 MEETINGS AND DECISION MAKING

- 2.1 Clause 5 of the Supervisory Board Rules applies equally to the meetings and decision-making of the Appointment Committee.

3 REPORT TO THE SUPERVISORY BOARD

- 3.1 The Appointment Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Appointment Committee were carried out in the financial year, the composition of the Appointment Committee, the number of meetings of the Appointment Committee, and the main items discussed at those meetings.

4 RESPONSIBILITIES AND COMPOSITION OF THE REMUNERATION COMMITTEE

Responsibilities

- 4.1 The Remuneration Committee prepares the Supervisory Board's decision making regarding the determination of the remuneration of individual Managing Directors, including severance payments.
- 4.2 At least once every four years, the Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration policy for the Management Board and Supervisory Board (such policies to be adopted by the General Meeting).

The remuneration policy must be clear and comprehensible and includes at least the following items required pursuant to 2.135a(6) BW:

- a) An explanation of how the remuneration policy contributes to the business strategy, long-term interests and sustainability of the Company;
- b) a description of the different components of fixed and variable remuneration, stating their relative proportion;
- c) an explanation as to how the remuneration policy takes into account the remuneration and employment terms of the Company's employees;
- d) an explanation as to how in the remuneration policy account has been taken of: i) the identity, mission and values of the Company and its affiliated enterprise; ii) the payratio's within the Company and the enterprise affiliated therewith; and iii) the social support base.

- e) if the company grants variable remuneration: i) the financial and non-financial targets set by or on behalf of the Company on which the granting of the variable remuneration depends, and an explanation of how these criteria contribute to the objectives under a) above; ii) the methods used to decide to what extent the financial and non-financial objectives set by or on behalf of the Company have been achieved; iii) the period, if any, by which the remuneration is payable; and iv) a description of the possibility of reclaiming the remuneration referred to in article 2:135(8) BW;
 - f) if the company grants remuneration based on shares: i) a description of the remaining term of the rights not yet exercised; ii) a description of the period in which the Managing Director may not yet transfer the acquired shares as far as applicable; and iii) an explanation of the way in which the share-based remuneration contributes to the objective referred to under a);
 - g) a description of the term of the contracts with Managing Directors and the applicable periods of notice, the main features of supplementary pension schemes and early retirement schemes, the conditions for termination, as well as the payments relating to the termination;
 - h) a description of the decision-making process used to adopt, review and implement the remuneration policy; and
 - i) if the policy is revised: i) a description and explanation of the significant changes; and ii) a description and explanation of the way in which the votes and the views of the shareholders on the remuneration policy and the remuneration reports since the previous vote on the remuneration policy at the General Meeting have been taken into account.
- 4.3 The Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration of each Managing Directors. The proposal is drawn up according to the remuneration policy that has been established and in any event covers:
- a) the remuneration structure;
 - b) the amount of the fixed and variable remuneration components;
 - c) the performance criteria used;
 - d) the scenario analyses that are carried out; and
 - e) the pay ratios within the Company and its business.
- 4.4 The Remuneration Committee will take note of individual Managing Directors' own views about the amount and structure of their own remuneration. The Managing Directors will be asked to pay attention to the aspects referred to under (a) through (e) of clause 4.3 of these Remuneration Committee rules.
- 4.5 Within the limits of the remuneration policy for the Supervisory Board, the Remuneration Committee prepares a proposal for the Supervisory Board's remuneration to the general meeting. The remuneration of Supervisory Directors promotes an adequate performance of their role and is not dependent on the results of the Company. The remuneration of the Supervisory Directors reflects the time spent and the responsibilities of their role. Supervisory Directors are not awarded

remuneration in the form of shares and/or rights to shares. Shares held by a Supervisory Director in the Company are held as long-term investments.

- 4.6 The Remuneration Committee prepares the remuneration report on the remuneration policies for the Management Board and the Supervisory Board.

Composition

- 4.7 The Supervisory Board determines the size of the Remuneration Committee, provided that the Remuneration Committee consists of at least three members.
- 4.8 Members of the Remuneration Committee are appointed by the Supervisory Board.
- 4.9 More than half of the members of the Remuneration Committee must be independent pursuant to best practice provision 2.1.8 of the Code.

Chair

- 4.10 The Supervisory Board appoints one of its members as chair of the Remuneration Committee. The chair is primarily responsible for the proper functioning of the Remuneration Committee. The chair acts as the spokesperson of the Remuneration Committee and is the main contact for the Supervisory Board.
- 4.11 The Chair or a former Managing Director cannot serve as chair of the Remuneration Committee.

5 MEETINGS AND DECISION MAKING

- 5.1 Clause 5 of the Supervisory Board Rules applies equally to the meetings and decision-making of the Remuneration Committee.

6 REPORT TO THE SUPERVISORY BOARD

- 6.1 The Remuneration Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Remuneration Committee were carried out in the financial year, the composition of the Remuneration Committee, the number of meetings of the Remuneration Committee and the main items discussed at those meetings.

SCHEDULE 6 RULES GOVERNING THE TECHNICAL AND COMMERCIAL COMMITTEE OF THE SUPERVISORY BOARD

1 RESPONSIBILITIES AND COMPOSITION OF THE TECHNICAL AND COMMERCIAL COMMITTEE

Responsibilities

- 1.1 The Technical and Commercial Committee prepares the Supervisory Board's decision making regarding, among others:
- a) health, safety, security, environment, quality (HSSEQ) and related improvements plans;
 - b) operational performance of the Company;
 - c) project execution;
 - d) sales, marketing and tender activities;
 - e) technology and innovation developments; and
 - f) risk management in relation to the topics set out in this clause.

Composition

- 1.2 The Supervisory Board determines the size of the Technical and Commercial Committee, provided that the Technical and Commercial Committee consists of at least three members.
- 1.3 Members of the Technical and Commercial Committee are appointed by the Supervisory Board.
- 1.4 More than half of the members of the Technical and Commercial Committee must be independent pursuant to best practice provision 2.1.8 of the Code.

Chair

- 1.5 The Supervisory Board appoints one of its members as chair of the Technical and Commercial Committee. The chair is primarily responsible for the proper functioning of the Technical and Commercial Committee. The chair acts as the spokesperson of the Technical and Commercial Committee and is the main contact for the Supervisory Board.

2 MEETINGS AND DECISION MAKING

- 2.1 Clause 5 of the Supervisory Board Rules applies equally to the meetings and decision making of the Technical and Commercial Committee.

3 REPORT TO THE SUPERVISORY BOARD

- 3.1 The Technical and Commercial Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Technical and Commercial Committee were carried out in the financial year, the composition of the Technical and Commercial Committee, the number of meetings of the Technical and Commercial Committee, and the main items discussed at those meetings.

SCHEDULE 7 RELATED PARTY TRANSACTION POLICY

1 INTRODUCTION

- 1.1 The Management Board and the Supervisory Board recognize that transactions with related parties may cause prejudice to the Company and its stakeholders and that adequate safeguards for the protection of the Company and its stakeholders is of importance.
- 1.2 The purpose of this policy is to provide for a procedure that prevents Related Parties from taking advantage of their position and provide adequate protection for the interests of the Company and its stakeholders.
- 1.3 This policy has been prepared with due observance of the requirements of Dutch law, the Dutch Corporate Governance Code and the Company's articles of association. This policy shall be reviewed and amended when the developments so require.
- 1.4 This policy is complimentary to the Management Board Rules and Supervisory Board Rules of SBM Offshore N.V. and shall be added as an annex hereto.

2 DEFINITIONS

In this Schedule 7, capitalized terms have the meaning set out below.

"BW" means the Dutch Civil Code (*Burgerlijk Wetboek*);

"Chair" means the chair of the Supervisory Board;

"Close Family Member" means the spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree of a person;

"Company" means SBM Offshore N.V., a public limited liability company, with corporate seat in Amsterdam, the Netherlands, Trade Register number 24233482;

"Code" means the Dutch Corporate Governance Code;

"Code Related Party" means a related party within the meaning of the Code, being:

- a) a Managing Director, a Directors Interest Entity Supervisory Director or a Close Family Member thereof, or
- b) a holder of at least 10% of the Company's issued share capital;

"Code Related Party Transaction" means a transaction entered into by the Company or a Subsidiary and a Code Related Party that is of material significance to the Company and/or the Code Related Party pursuant to best practices 2.7.4 or 2.7.5 of the Code;

"Directors Interest Entity" means a legal entity in which a Managing Director or a Supervisory Director holds a material financial interest;

"Excluded Transaction" means a transaction:

- a) entered into between the Company and a Subsidiary;
- b) regarding the remuneration of Managing Directors or Supervisory Directors, or elements thereof that are awarded or due pursuant to section 2:135 or 2:145 BW;
- c) offered to all the Company's shareholders on the same terms, provided equal treatment of all shareholders and protection of the interests of the Company and its affiliated enterprise is ensured, or
- d) entered into in the ordinary course of business and under normal market conditions.

"Management Board" means the management board of the Company;

"Managing Director" means a member of the Management Board;

"Material Transaction" means:

- a) a transaction entered into by the Company or a Subsidiary that meets the following criteria:
 - i. the transaction is not an Excluded Transaction;
 - ii. information regarding the transaction qualifies as inside information as defined in article 7 paragraph 1 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse; and
 - iii. the transaction is entered into with a related party, including in any case (x) one or more holders of shares individually or jointly representing at least one-tenth of the Company's issued share capital, (y) a Managing Director or (z) a Supervisory Director; or
- b) a transaction that taken, together with the other transactions entered into in the course of the same financial year with the same party, meets the criteria referred to under (a);

"Related Party" means a Code Related Party or a Statutory Related Party;

"Related Party Transaction" means a Code Related Party Transaction or a Statutory Related Party Transaction;

"Statutory Related Party" means a related party in the meaning of section 2:167 (2) BW, being a related party in the meaning of the standards adopted by the International Accounting Standards Board and approved by the European Commission (International Accounting Standards 24 - Related Party Disclosures (IAS24)), which generally follows the description below:

- A person or a close member of that person's family is related to the Company if that person has control, joint control, or significant influence over the Company or is a member of the Company's key management personnel or the Management Board of Supervisory Board.
- An entity is related to the Company if any of the following conditions applies, it is a parent, subsidiary, fellow subsidiary, associate, or joint venture of the Company, or it is controlled, jointly controlled, or significantly influenced or managed by a person who is a Statutory Related Party.

The following persons or entities will in any event be each considered a Statutory Related Party:

- a) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the Company;
- b) associates, defined herein as an unconsolidated enterprise in which the Company has a significant influence or which has significant influence over the Company;
- c) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company, and Close Family Members of any such individual;
- d) key management personnel (i.e., persons having authority and responsibility for planning, directing and controlling the activities of the Company, including Managing Directors and Supervisory Directors and senior management of group companies) and Close Family Members of any such individual; and
- e) enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (c) or (d). or over which such a person is able to exercise significant influence, including enterprises owned by directors or major shareholders of the Company and enterprises that have a member of key management in common with the Company.

"Statutory Related Party Transaction" means a Material Transaction with a Related Party;

"Subsidiary" means a subsidiary in the meaning of section 2:24a BW;

"Supervisory Board" means the supervisory board of the Company;

"Supervisory Director" means a member of the Supervisory Board; and

"Vice-Chair" means the vice-chair of the Supervisory Board.

3 IDENTIFYING AND REPORTING RELATED PARTY TRANSACTIONS

- 3.1 Related Party Transactions and potential Related Party Transactions must be reported in accordance with this clause 3 before such transaction is entered into.
- 3.2 (Potential) Related Party Transactions must be reported to the Chair. The Chair must report any (potential) Related Party Transaction relating to him or her to the Vice-Chair. In addition, a

Managing Director must report such (potential) Related Party Transaction to the other Managing Directors.

- 3.3 The reporting Managing Director or Supervisory Director shall provide all relevant information regarding the (potential) Related Party Transaction available to him or her, including if applicable the information relevant to the situation concerning his Close Family Member.
- 3.4 The Supervisory Board decides whether a potential Related Party Transaction qualifies as a Related Party Transaction. A Supervisory Director shall not participate in the deliberations and decision-making regarding a (potential) Related Party Transaction relating to him or to a Close Family Member.

4 APPROVAL OF RELATED PARTY TRANSACTIONS

- 4.1 Related Party Transactions, except for Statutory Related Party Transactions entered into by a Subsidiary, require the approval of the Supervisory Board. A Supervisory Director shall not participate in the deliberations and decision-making regarding the approval of a (potential) Related Party Transaction relating to him or to a Close Family Member.
- 4.2 In determining whether to approve a Related Party Transaction, the Supervisory Board will take into account, among other factors it deems appropriate:
 - a) whether the Related Party Transaction is on terms no less favourable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Party's interest, in the Related Party Transaction;
 - b) the approximate monetary value of the amount involved in the Related Party Transaction;
 - c) the approximate monetary value of the amount of the Related Party's interest in the Related Party Transaction;
 - d) the purpose of, and the potential benefits to the Company of the Related Party Transaction;
 - e) if the Related Party is a Supervisory Director, Managing Director or a Close Family Member, whether the Related Party Transaction would impair the independence of the Supervisory Director or Managing Director concerned;
 - f) in case of a Code Related Party Transaction, whether the transaction constitutes a deviation from best practice provision 2.7.4 or 2.7.5 of the Code, as applicable, as the transaction is not entered into on terms that are customary in the market, and whether such deviation is justified;
 - g) any other information regarding the Related Party Transaction or the Related Party that would be material to the Company and its stakeholders.
- 4.3 The approval of the Related Party Transaction will not replace the Supervisory Board approval that would also have been required if the transaction had not qualified as a Related Party Transaction.

5 DISCLOSURE AND REPORTING

- 5.1 The Company shall publicly disclose each Statutory Related Party Transaction ultimately at the moment the Statutory Related Party Transaction is entered into. The public disclosure shall in any event include the following information:
- a) the Statutory Related Party's name;
 - b) the nature of the relationship with the Statutory Related Party;
 - c) the date of the Statutory Related Party Transaction is, or will be, entered into;
 - d) the value of the Statutory Related Party Transaction;
 - e) such other information that is necessary for assessing whether the Statutory Related Party Transaction is reasonable and fair from the Company's perspective and from the perspective of the Company's shareholders that are not involved in the transaction as a Statutory Related Party; and
 - f) if applicable, the information under (i)-(v) on the other transactions entered into in the course of the same financial year with the same party, which causes the Statutory Related Party Transaction to qualify as a Statutory Related Party Transaction.
- 5.2 Notwithstanding any obligations under applicable reporting requirements to disclose Related Party Transactions in the Company's annual report, Code Related Party Transactions shall be disclosed in the Company's annual report in accordance with provision 2.7.4 or 2.7.5 as applicable of the Code.

6 PERIODIC REVIEW OF CERTAIN EXCLUDED TRANSACTIONS

- 6.1 The Supervisory Board will periodically assess whether transactions that were considered Excluded Transactions on the ground that they were entered into in the ordinary course of business and under normal market circumstances, indeed qualified as Excluded Transaction on this ground. In conducting this review, the Supervisory Board may obtain information from Managing Directors, employees and external advisors of the Company.
- 6.2 This assessment will take place in the meetings in which the Supervisory Board discusses the (semi-) annual financial statements, unless decided otherwise by the Chair.

7 AMENDMENT OF THIS POLICY

- 7.1 This related party transaction policy is established by the Supervisory Board.

- 7.2 The Supervisory Board may amend, revoke or deviate from this related party transaction policy at its sole discretion. Any amendment to this related party transaction policy shall be effective as of such date determined by the Supervisory Board.
