



**SBM OFFSHORE N.V.
ANNUAL GENERAL MEETING**

Shareholders are invited to attend the Annual General Meeting of SBM Offshore N.V. ("SBM Offshore" or the "Company") to be held on Friday April 12, 2024 at 10.30 a.m. CET ("2024 AGM") at Steigenberger Airport Hotel Amsterdam, Stationsplein Zuid-West 951, 1117 CE Schiphol, the Netherlands (registration as from 9.30 a.m. CET)

Agenda

1. Opening
- Review of the financial year 2023**
 2. Report of the Management Board Information
 3. Report of the Supervisory Board Information
 4. Corporate Governance: summary of the Corporate Governance policy Information
 5. Remuneration Report 2023 Advisory vote
 - 5.1. Remuneration Report 2023 – Management Board Advisory vote
 - 5.2. Remuneration Report 2023 – Supervisory Board Advisory vote
- Remuneration policy Supervisory Board**
 6. Remuneration policy for the Supervisory Board Resolution
- Financial Statements 2023 and dividend**
 7. Information by PricewaterhouseCoopers Accountants N.V. Information
 8. Adoption of the Financial Statements Resolution
 9. Dividend Policy Amendment Discussion
 10. Dividend Distribution Proposal Resolution
- Discharge**
 11. Discharge of the Management Board members for their management during the financial year 2023 Resolution
 12. Discharge of the Supervisory Board members for their supervision during the financial year 2023 Resolution
- Authorizations of the Management Board**
 13. Authorization to issue ordinary shares and to restrict or to exclude pre-emption rights:
 - 13.1. Designation of the Management Board as the corporate body authorized – subject to the approval of the Supervisory Board – to issue ordinary shares and to grant rights to subscribe for ordinary shares as provided for in article 4 of the Company's Articles of Association for a period of 18 months up to 10% of the Company's issued share capital as per the 2024 AGM Resolution
 - 13.2. Designation of the Management Board as the corporate body authorized – subject to the approval of the Supervisory Board – to restrict or to exclude pre-emption rights as provided for in article 6 of the Company's Articles of Association for a period of 18 months Resolution
 14. Repurchase and cancellation of ordinary shares:
 - 14.1. Authorization of the Management Board – subject to the approval of the Supervisory Board – to repurchase the Company's own ordinary shares as specified in article 7 of the Company's Articles of Association for a period of 18 months up to 10% of the Company's issued share capital as per the 2024 AGM Resolution
 - 14.2. Cancellation of ordinary shares held by the Company Resolution
- Composition of the Management Board**
 15. End of term of Mr B.Y.R. Chabas as member of the Management Board Information
- Composition of the Supervisory Board:**
 16. End of term of Mr J.N. van Wiechen as member of the Supervisory Board Information
 17. Appointment of Mr P.E. Jager as a member of the Supervisory Board Resolution
- Miscellaneous**
 18. Communications and questions Information
 19. Closing



Meeting documents

The following documents are available on the Company website (www.sbmoffshore.com) and through www.abnamro.com/evoting:

- 2024 AGM Notice;
- 2024 AGM Agenda and explanatory notes;
- SBM Offshore's 2023 Annual Report including the Remuneration Reports for the Management Board and the Supervisory Board and the 2023 Financial Statements;
- Proxy form;
- Directions to meeting.

The meeting documents can also be obtained free of charge via the following email address: agm@sbmoffshore.com.

Record Date

Those shareholders who on **March 15, 2024** ('Record Date'), and including all additions and deletions per such date, are registered in the Company's shareholders registry or with the administrations of the intermediaries as defined in the Dutch Securities Depository Act and have timely registered (as described below) will be considered to have the right to vote at and to attend the meeting.

Registration

Persons entitled to vote at and to attend the meeting can exercise their voting rights and their rights to attend the meeting provided that they have registered their shares via www.abnamro.com/evoting or their bank or broker with **ABN AMRO Bank N.V.** ("ABN AMRO") **as from March 16, 2024 up to April 5, 2024 before 12 p.m. (noon) CET at the latest.**

When notifying, the intermediaries concerned need to submit a declaration before **April 5, 2024 by 5 p.m. CET at the latest** that the number of shares held by the participant in the Collective Depot (*verzameldepot*) concerned on the Record Date and the registration of these shares were notified to **ABN AMRO**. In addition, the intermediaries are also requested to include the full address details of the relevant underlying shareholders in order to be able to verify in an efficient manner their holding on the Record Date.

Shareholders who have notified their attendance according to the above-mentioned procedure shall receive confirmation of registration affording such shareholder access to the meeting. Should a shareholder not receive such confirmation of registration in time, then the shareholder (or its proxy holder) should turn to the registration desk with a valid identification, following which access to the meeting will be granted upon confirmation of the data listed in the registration list held by the Company. Shareholders need to be able to show valid identification upon access to the meeting.

Voting instructions and proxy

Shareholders who are entitled to exercise voting rights and choose to be represented at the meeting may, in addition to registering for the meeting as described above:

- (1) give an electronic proxy and voting instructions through www.abnamro.com/evoting to **IQ EQ Financial Services B.V.**, Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands, on **April 5, 2024 by 12 p.m. (noon) CET at the latest**; or
- (2) give a proxy and voting instructions (together with a confirmation of the intermediary on the number of shares held at the record date) to **IQ EQ Financial Services B.V.**, Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands. Voting instructions may be given in writing. A standard written proxy is available on www.sbmoffshore.com or on www.abnamro.com/evoting. The form must be completed, duly signed and received by **IQ EQ Financial Services B.V.** on **April 5, 2024 by 12 p.m. (noon) CET at the latest** (by mail or by e-mail: registers@iqeq.com).

Proxy forms are available at the offices of SBM Offshore N.V. or can be downloaded from the Company website (www.sbmoffshore.com). The proxy holder is required to submit a copy of said proxy at the registration desk at the meeting.

The Management Board

Schiphol, March 1, 2024