



**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 Wednesday April 9, 2025 at 2.30 p.m. CET ("2025 AGM") at Steigenberger Airport Hotel Amsterdam, Stationsplein Zuid-West 951, 1117 CE Schiphol, the Netherlands (registration as from 1.30 p.m. CET)

Agenda

1. Opening

Review of the financial year 2024

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| 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 2024 | |
| 5.1. | Remuneration Report 2024 – Management Board | Advisory vote |
| 5.2. | Remuneration Report 2024 – Supervisory Board | Advisory vote |

Remuneration policy Management Board

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| 6. | Remuneration policy for the Management Board | Resolution |
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Financial Statements 2024 and dividend

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| 7. | Information by Deloitte Accountants B.V. | Information |
| 8. | Adoption of the Financial Statements | Resolution |
| 9. | Dividend Policy | Information |
| 10. | Dividend Distribution Proposal | Resolution |

Discharge

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| 11. | Discharge of the Management Board members for their management during the financial year 2024 | Resolution |
| 12. | Discharge of the Supervisory Board members for their supervision during the financial year 2024 | Resolution |

External Auditor

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| 13. | Appointment Deloitte to carry out the assurance of the Company's sustainability reporting | Resolution |
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Authorizations of the Management Board

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| 14. | Authorization to issue ordinary shares and to restrict or to exclude pre-emption rights: | |
| 14.1. | 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 2025 AGM | Resolution |
| 14.2. | 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 as per the 2025 AGM | Resolution |
| 15. | Repurchase and cancellation of ordinary shares: | |
| 15.1. | 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 2025 AGM | Resolution |
| 15.2. | Cancellation of ordinary shares held by the Company | Resolution |
| 16. | Amendment of the Company's Articles of Association | Resolution |

Composition of the Management Board

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| 17. | Re-appointment Mr D.H.M. Wood as member of the Management Board | Resolution |
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Composition of the Supervisory Board:

18. Re-appointment of Mrs I. Arntsen as member of the Supervisory Board Resolution

Miscellaneous

19. Communications and questions Information

20. Closing

Meeting documents

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

- 2025 AGM Notice;
- 2025 AGM Agenda and explanatory notes including Attachments;
- SBM Offshore's 2024 Annual Report including the Remuneration Reports for the Management Board and the Supervisory Board and the 2024 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 12, 2025** ('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 13, 2025 up to April 2, 2025 before 1 p.m. CET at the latest.**

When notifying, the intermediaries concerned need to submit a declaration before **April 2, 2025 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. For security reasons, upon access to the meeting, coat and bag inspection may take place.

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 2, 2025 by 1 p.m. 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 2, 2025 by 1 p.m. 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, February 26, 2025