

2022
ANNUAL
REPORT



TRUE.
BLUE.
TRANSITION.

3.4 REMUNERATION REPORT

In this report, the remuneration for the Management Board and Supervisory Board is described. The first part contains a description of the remuneration policy for the Management Board, how it was implemented for the Management Board members over 2022 and various other Management Board remuneration information. The second part describes the remuneration policy for the Supervisory Board and how it was implemented over 2022.

3.4.1 MANAGEMENT BOARD REMUNERATION POLICY

The Remuneration Policy 2022 (RP 2022) became effective January 1, 2022. Full details and the principles and rationale for the RP 2022 are available on SBM Offshore’s website in the remuneration policy section under Corporate Governance Documents.

The Company remunerates members of the Management Board for long-term value creation. RP 2022 is based on competitive remuneration aligned with the long-term performance of SBM Offshore. It is built on six reward principles: simplicity, flexibility, predictability, competitiveness, alignment and, most importantly, driving the right results.

This remuneration report has been drafted in accordance with the EU Shareholder Rights’ Directive (SRD II) as implemented in the Netherlands.

Explanation of RP 2022

SBM Offshore believes the oceans will provide the world with safe, sustainable and affordable energy for generations to come. Our mission is to share our experience to make it happen. In executing our strategy we are guided by our Core Values: Integrity, Care, Entrepreneurship and Ownership.

The underlying principles of the remuneration policy of the Management Board of SBM Offshore N.V. support the vision and ambition and aim for long-term value creation for the Company through the Value Creation Stake balanced with pay for performance through the Short-Term Incentive (STI).

The Company’s strategy is aimed at the optimization, transformation and innovation of SBM Offshore’s business processes in order to grow in size and create value. This is reflected in the STI performance areas of Profitability, Growth and Sustainability Performance. Through the STI performance areas, Management Board remuneration is directly linked to the success of the Company and the value delivered to shareholders. Sustainability is an integral part of our strategy, and is explicitly expressed through the Sustainability performance area.

REMUNERATION POLICY STRUCTURE MANAGEMENT BOARD

REMUNERATION POLICY		DETAILS
Base Salary	Fixed component	Level set based on both internal and external benchmarks
STI	Percentage of Base Salary as short term cash incentive (100% at target for CEO and 75% for other Management Board members)	Identical targets for all Management Board members (based on profitability, growth and sustainability performance)
Value Creation Stake	Award of locked-in shares: 175% of Base Salary	This award is conditional upon Supervisory Board approval – Immediate vesting plus 5-year holding requirement
Pension	Pension allowance equal to 25% of Base Salary	Management Board members are responsible for their own pension arrangements
Benefits	Benefits include car allowance and health/life insurance	Other benefits depend on individual circumstances and may include a housing allowance

3 GOVERNANCE

Employment conditions and pay of the Company's employees within SBM Offshore are taken into account when formulating the remuneration policy, for instance through the internal pay-ratio analysis. Employment conditions for Management Board members may differ from those applicable to employees, also because Management Board members have a service contract rather than an employment relationship. The principles of the remuneration policy are used as a guideline for employment conditions at SBM Offshore as a whole.

The four components of the remuneration package of Management Board members under RP 2022 are: (1) Base Salary, (2) STI, (3) Value Creation Stake and (4) Pension and Benefits.

1. BASE SALARY

The Base Salary is set by the Supervisory Board and is a fixed component paid in cash. Depending on internal and external developments such as market movements, the Supervisory Board may adjust Base Salary levels.

2. SHORT-TERM INCENTIVE

The objective of the STI is to provide a direct alignment of pay with short-term operational performance. The STI key performance indicators focus on three performance areas: (i) Profitability, (ii) Growth and (iii) Sustainability Performance. The Supervisory Board, upon the recommendation of the A&RC, determines for each of the performance measures the specific performance targets and their relative weighting at the beginning of the financial year.

STI	
PERFORMANCE MEASURES	WEIGHTING
PROFITABILITY	40 - 60%
GROWTH	20 - 40%
SUSTAINABILITY PERFORMANCE	15 - 25%
TOTAL	100%
DISCRETIONARY JUDGEMENT SUPERVISORY BOARD	- 10%

The three performance areas are specified as follows for RP 2022:

- Underlying Directional EBITDA is used as an indicator of overall short-term Profitability.
- Number of contracts positioning the Company to grow or Order Intake is used as an operational indicator of top line growth.
- Sustainability Performance combines safety, environmental and social performance to underline the responsibility in how SBM Offshores operates and includes safety targets and specific targets for a number of UN Sustainable Development Goals.

If the Supervisory Board is of the opinion that another measure would be more qualified as an indicator for Profitability, Growth or Sustainability Performance, it will inform the shareholders in the remuneration report. Performance measures will never be adjusted retrospectively.

Performance ranges – threshold, target and maximum – are set for each of the key performance indicators. The STI is set at a target level of 100% of the Base Salary for the CEO and 75% of the Base Salary for any other member of the Management Board. The threshold pay-out is at 0.5 times target and maximum pay-out will not exceed 1.5 times target. A linear pay-out line applies between threshold and maximum. Below threshold, the pay-out is zero. The Supervisory Board may adjust the outcome of the STI down by up to 10%, which adjustment will be reported on in the remuneration report.

At the end of the performance year, the performance is reviewed by the Supervisory Board and the pay-out level is determined. The performance measures, target setting and realization are published in this remuneration report. For reasons of commercial and/or market sensitivity, these details are not published at the start of the performance period. In general, details regarding order intake and project performance will not be shared. The STI is payable in cash after the publication of the Annual Report for the performance year.

3. VALUE CREATION STAKE

The Value Creation Stake is an award of restricted shares to create direct alignment with long-term shareholder value. The awarded shares must be held for at least five years. After retirement or termination, the holding period will not be longer than two years. The gross annual grant value for each of the Management Board members is 175% of Base Salary. The number of shares is determined by a four-year average share price (volume-weighted). The Value Creation Stake has a variable element to the extent that the share price develops during the holding period. The Supervisory Board retains the discretion not to award the Value

Creation Stake in case of an underpin event. RP 2022 introduces a clearly defined and observable underpin. The underpin serves as a mechanism to ensure an acceptable threshold level of performance and avoid vesting in case of circumstances as defined as underpin event. The underpin is evaluated each year at moment of vesting and in case the criteria are not met, the entitlement to the Value Creation Stake grant at that time will forfeit.

Two pillars have been defined when Supervisory Board is considering withholding the Value Creation Stake – in full or in part:

- Event(s) that threaten long-term continuity of the Company; and
- Where circumstances of the event(s) are/were within control of the incumbent Management Board.

These two pillars are the umbrella criteria: in case an event does not qualify under these pillars, the underpin test does not come into play. Underpins shall be assessed in determining the amount of Value Creation Stake vesting in a year:

- Safety event resulting in the loss of multiple lives and/or significant oil damage to the environment and/or loss of an FPSO; and/or
- Compliance issue resulting in the Company being unable to operate in one or more of its primary markets; and/or
- Significant project impairment due to insufficient oversight or gross negligence or deliberate omissions. This relates to large projects with a value exceeding US\$1 billion.

All members of the Management Board are required to build up Company stock of at least 350% of Base Salary. The value of the share ownership is determined at the date of grant.

4. PENSION AND BENEFITS

In principle, the Management Board members are responsible for their own pension arrangements and receive a pension allowance equal to 25% of their Base Salary for this purpose.

The Management Board members are entitled to additional benefits, such as a company car allowance, medical and life insurance and (dependent on the personal situation of the Management Board member) a housing allowance and school fees.

KEY ELEMENTS EMPLOYMENT AGREEMENTS

Each of the Management Board members has entered into a four-year service contract with the Company, the terms of which have been disclosed in the explanatory notice of the General Meeting at which the Management Board member

was (re-)appointed. Next to his service contract, Bruno Chabas has an employment contract with Offshore Energy Development Corporation S.A.M., in relation to a split pay-out of his remuneration.

Adjustment of remuneration and claw-back

The service contracts with the Management Board members contain an adjustment clause giving discretionary authority to the Supervisory Board to adjust the payment of the STI, if a lack of adjustment would produce an unfair or unintended result as a consequence of extraordinary circumstances during the period in which the performance criteria have been, or should have been achieved. However, the Supervisory Board has determined that upward adjustments will not be considered based on earlier shareholder feedback.

A claw-back provision is included in the service contracts enabling the Company to recover the Value Creation Stake, STI and/or LTI (as granted under RP 2015) on account of incorrect financial data.

Severance Arrangements

The Supervisory Board will determine the appropriate severance payment for Management Board members in accordance with the relevant service contracts and Corporate Governance Code. The current Corporate Governance Code provides that the severance payment will not exceed a sum equivalent to one times annual Base Salary. This also applies in a situation of a change in control.

Loans

SBM Offshore does not grant loans, advance payments or guarantees to its Management Board members.

3.4.2 EXECUTION OF THE MANAGEMENT BOARD REMUNERATION POLICY IN 2022

The Management Board saw changes in 2022: Erik Legendijk stepped down as member of the Management Board and CGCO at the 2022 AGM. Øivind Tangen, who joined SBM Offshore in 2002, was appointed as member of the Management Board and COO as per the 2022 AGM. Philippe Barril (member of the Management Board) who operated as COO for seven years and as Chief Transition Officer from April 2022, decided to leave the Company as per August 31, 2022.

The Supervisory Board is responsible for ensuring that the remuneration policy is appropriately applied and aligned with the Company's objectives. The remuneration level is determined by the Supervisory Board using a comparison with Dutch and international peer companies, as well as internal pay ratios across the Company.

3 GOVERNANCE

REFERENCE GROUP

In order to determine a competitive Base Salary level and to monitor total remuneration levels of the Management Board, a reference group of relevant companies in the industry (the 'Reference Group') has been defined. Pay levels of the Management Board members are benchmarked to the Reference Group. In the event a

position cannot be benchmarked within the Reference Group, the Supervisory Board may benchmark a position to similar companies. For 2022, the Reference Group consisted of:¹⁷

¹⁷ Under RP 2022 the reference group has changed. Due to changes such as bankruptcy and delisting, Boskalis and Superior Energy Services are no longer part of the reference group.

Aker BP ASA	IMI Plc	RPC, Inc.
Aker Solutions ASA	John Wood Group Plc	RPS Group Plc
Arcadis NV	Noble Corp. Plc	Tecnicas Reunidas SA
CGG	Oceaneering International, Inc.	Transocean Ltd.
Fugro NV	Orron Energy AB	Tullow Oil Plc
Helmerich & Payne, Inc.	Petrofac Ltd.	Vallourec SA
Hunting Plc	Royal Vopak NV	

In 2022, the benchmark focused on the CFO and newly appointed COO as the role of CGCO disappeared. The remuneration of the CEO remained stable.

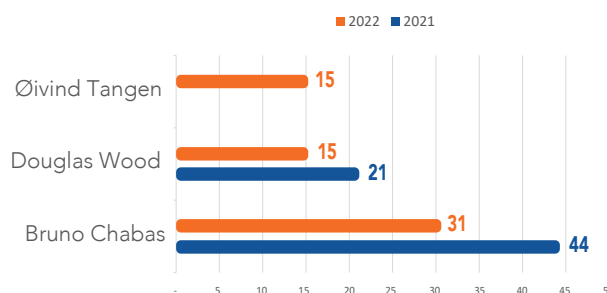
PAY RATIO

The pay ratio shows the developments in the annual total remuneration of the Management Board members and the average remuneration on a full-time-equivalent basis of employees of the company.¹⁸ The calculation of the internal pay ratio follows the 2021 guidelines of the Dutch Corporate Governance Code. The average total employee and contractor costs per FTE in 2022 was EUR125 thousand.

The pay-ratios of each of the Management Board members over 2022 and 2021 are displayed in the following graph.

¹⁸ The pay-ratio is calculated as the total accounting costs of remuneration for each of the Management Board members expressed as a multiple of the average overall employee benefit and contractor expenses for a given year (excluding employees working for non consolidated JVs and associates).

PAY RATIO



TOTAL REMUNERATION OVERVIEW

The table below provides insight into the costs for SBM Offshore for Management Board reward in 2022 (based on RP 2022) and presents an overview of the remuneration of the Management Board members who were in office in 2022.

Remuneration of the Management Board

	Bruno Chabas		Douglas Wood		Øivind Tangen ¹		Erik Lagendijk ²		Philippe Barril ³		Total	
in thousands of EUR	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Base salary	960	960	537	518	558	-	225	518	516	634	2,795	2,630
STI	816	1,279	342	517	256	-	87	517	269	633	1,770	2,946
Value Creation Stake	1,512	1,797	850	695	695	-	214	968	998	1,186	4,269	4,919
Pensions	297	294	134	129	121	-	34	129	106	158	691	710
Other	231	250	42	50	346	-	13	45	106	188	737	533
Total expense for remuneration	3,815	4,580	1,906	2,182	1,975	-	572	2,177	1,995	2,799	10,263	11,738
in thousands of US\$	4,018	5,416	2,007	2,581	2,080	-	603	2,575	2,101	3,310	10,808	13,883

1 Total remuneration over 2022, including COO position since April 6, 2022

2 Management Board member until April 6, 2022

3 Management Board member until August 31, 2022

1. BASE SALARY

The Supervisory Board decided to increase the Base Salary of Douglas Wood from EUR 518 thousand to EUR 544 thousand effective April 6, 2022. The 2022 and 2021 Base Salary levels of the Management Board members are shown both in the table at the beginning of section: Management Board Remuneration in 2022 and in the table Remuneration of the Management Board by member in section 3.4.3.

2. SHORT-TERM INCENTIVE

For 2022, the Supervisory Board set the following performance measures and corresponding weighting, which led to the following performance realization. For full details regarding the performance under the STI, please refer to the Performance STI 2022 table in section 3.4.3.

PERFORMANCE REALIZATION

	PERFORMANCE MEASURE	RELATIVE WEIGHTING	WEIGHTED PERFORMANCE
PROFITABILITY	Underlying directional EBITDA, Project performance	50%	50%
GROWTH	Order intake FPSO, NES	30%	22%
SUSTAINABILITY PERFORMANCE	T1/T2 incidents, Mass of gas flared under SBM Offshore account, TRIFR and SDG target completion	20%	13%
TOTAL		100%	85%

Profitability performance reached the target of 99% with an underlying directional EBITDA of US\$1010 million against a target level of US\$930 million, but Project performance was below target. Growth performance, measured as order intake FPSO and NES resulted in a performance of 75%,

which is between threshold and target. Sustainability performance performed below target at 65%. The overall weighted performance of the CEO is 85% and for the other Management Board members the performance is 75% thereof (64%).

3 GOVERNANCE

3. VALUE CREATION STAKE

The Supervisory Board decided to grant the Value Creation Stake for 2022 to the Management Board members in accordance with RP 2022. The underpin test as explained in section 3.4.1 was applied to this grant. As per RP 2022, the granted Value Creation Stake vests immediately. The gross annual value for each of the Management Board members is 175% of Base Salary. The number of shares was based on the four-year average share price (volume weighted) at the date of the respective grant. The cost of the granted Value Creation Stake is included in the table at the beginning of this section 3.4.2. The number of shares vested under the Value Creation Stake can be found in section 3.4.3 of this remuneration report under Conditions of and information regarding share plans.

	Shares subject to conditional holding requirement	Other shares	Total shares at 31 December 2022	Total shares at 31 December 2021
Bruno Chabas	344,526	910,338	1,254,864	1,191,070
Douglas Wood	174,217	89,792	264,009	228,316
Øivind Tangen ¹	34,938	94,854	129,792	79,300
Philippe Barril ²	n/a	n/a	n/a	317,962
Erik Lagendijk ³	n/a	n/a	n/a	256,630
Total	553,681	1,094,984	1,648,665	2,073,278

1 Management Board member since April 6, 2022

2 Management Board member until August 31, 2022

3 Management Board member until April 6, 2022

All Management Board members met the share ownership requirement, which is set at an equivalent of 350% of their Base Salary. Section 3.4.3 contains more information about the (historical) share plans for the Management Board.

5. PENSIONS AND BENEFITS

Management Board members received a pension allowance equal to 25% of their Base Salary. In case these payments are not made to a qualifying pension fund, Management Board members are individually responsible for the contribution received and SBM Offshore withholds wage tax on these amounts. For the CEO, two pension arrangements (defined contribution) are in place and its costs are included in the table at the beginning of this section 3.4.2.

The Management Board members received several allowances in 2022, including a car allowance, a housing allowance (Bruno Chabas, Philippe Barril and Øivind Tangen) as well as school fees and settling-in costs (Øivind Tangen). The value of these elements is included in the table at the beginning of this section 3.4.2 and in section 3.4.3.

The actual shareholdings of the Management Board members at the end of 2022, in which only conditional shares are taken into account, can be found at the end of the Overview Share-Based Incentives (section 3.4.3). This overview also includes the number of conditionally granted and/or vested shares in the last few years.

4. SHAREHOLDING REQUIREMENT MANAGEMENT BOARD

The following table contains an overview of shares held in SBM Offshore N.V. by members of the Management Board at December 31, 2022.

3.4.3 OTHER REMUNERATION INFORMATION

Various tables are included in this section, in compliance with the implemented EU Shareholder Rights' Directive into Dutch law. These tables are designed to increase transparency and accountability for the execution of RP 2022 and aim to allow shareholders, potential investors and other stakeholders to better assess Management Board remuneration.

The following table includes further details regarding the various (historical) share plans, including the changes throughout 2022.

Conditions of and information regarding share plans

Specification of plan	The main conditions of share award plans				Information regarding the reported financial year			
	Performance period ³	Grant date	Vesting date(s)	End of retention period	Opening balance ¹	During the year		Closing balance ²
					Shares held at the beginning of the year	Shares granted (# / EUR x 1,000) ⁴	Shares vested (# / EUR x 1,000) ⁵	Shares subject to a retention period
Bruno Chabas, CEO								
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	85,873	0 / 0	0 / 0	-
Value Creation Stake 2018	N/A	01-01-2018	01-01-2018	01-01-2023	77,402	0 / 0	0 / 0	77,402
Value Creation Stake 2019	N/A	01-01-2019	01-01-2019	01-01-2024	74,043	0 / 0	0 / 0	74,043
Value Creation Stake 2020 ⁶	N/A	01-01-2020	01-01-2020	01-01-2025	65,821	0 / 0	0 / 0	65,821
Value Creation Stake 2021	N/A	01-01-2021	01-01-2021	01-01-2026	63,466	0 / 0	0 / 0	63,466
Value Creation Stake 2022	N/A	01-01-2022	01-01-2022	01-01-2027	-	114,989 / 1,512	114,989 / 1,512	63,794
Douglas Wood, CFO								
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	42,936	0 / 0	0 / 0	-
Value Creation Stake 2018	N/A	01-01-2018	01-01-2018	01-01-2023	33,924	0 / 0	0 / 0	33,924
Value Creation Stake 2019	N/A	01-01-2019	01-01-2019	01-01-2024	32,511	0 / 0	0 / 0	32,511
Additional Value Creation Stake 2019	N/A	01-07-2019	01-07-2019	01-07-2024	2,323	0 / 0	0 / 0	2,323
Value Creation Stake 2020	N/A	01-01-2020	01-01-2020	01-01-2025	35,554	0 / 0	0 / 0	35,554
Value Creation Stake 2021	N/A	01-01-2021	01-01-2021	01-01-2026	34,212	0 / 0	0 / 0	34,212
Value Creation Stake 2022	N/A	01-01-2022	01-01-2022	01-01-2027	-	61,986 / 815	61,986 / 815	34,389
Additional Value Creation Stake 2022 ⁷	N/A	06-04-2022	06-04-2022	06-04-2027	-	2,352 / 36	2,352 / 36	1,304
Øivind Tangen, COO								
Ownership Shares 2021	N/A	01-01-2021	01-01-2021	01-01-2024	1,293	0 / 0	0 / 0	1,293
Ownership Shares 2022	N/A	01-01-2022	01-01-2022	01-01-2025	-	0 / 0	0 / 0	1,572
Value Creation Stake 2022 ⁸	N/A	06-04-2022	06-04-2022	06-04-2027	-	45,981 / 695	45,981 / 695	32,073

1 Opening balance consists of both shares held and unvested grants for conditional plans at assumed maximum target.

2 Closing balance consists of the full grant and vesting of the relevant plan, including any sell-to-cover performed to compensate a wage tax impact.

3 Performance period always refers to a full year.

4 Converted at the share price at the date of grant.

5 Converted at the share price at the date of vesting

6 Includes additional Value Creation Stake granted due to salary increase

7 Additional Value Creation Stake granted due to salary increase.

8 Pro-rata VCS following appointment to Management Board per April 6, 2022

3 GOVERNANCE

The main conditions of share award plans					Information regarding the reported financial year			
Specification of plan	Performance period ³	Grant date	Vesting date(s)	End of retention period	Opening balance ¹	During the year		Closing balance ²
					Shares held at the beginning of the year	Shares granted (# / EUR x 1,000) ⁴	Shares vested (# / EUR x 1,000) ⁵	Shares subject to a retention period
Philippe Barril, former CTO								
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	54,712	0 / 0	0 / 0	-
Value Creation Stake 2018	N/A	01-01-2018	01-01-2018	01-01-2023	53,292	0 / 0	0 / 0	53,292
Value Creation Stake 2019	N/A	01-01-2019	01-01-2019	01-01-2024	58,603	0 / 0	0 / 0	58,603
Value Creation Stake 2020 ⁶	N/A	01-01-2020	01-01-2020	01-01-2025	54,686	0 / 0	0 / 0	54,686
Value Creation Stake 2021	N/A	01-01-2021	01-01-2021	01-01-2026	-	75,508 / 1,186	75,508 / 1,186	41,891
Value Creation Stake 2022	N/A	01-01-2022	01-01-2022	01-01-2027	-	75,899 / 998	75,899 / 998	42,107
Erik Lagendijk, former CGCO								
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	42,936	0 / 0	0 / 0	-
Value Creation Stake 2018	N/A	01-01-2018	01-01-2018	01-01-2023	33,924	0 / 0	0 / 0	33,924
Value Creation Stake 2019	N/A	01-01-2019	01-01-2019	01-01-2024	32,511	0 / 0	0 / 0	32,511
Value Creation Stake 2020 ⁶	N/A	01-01-2020	01-01-2020	06-04-2024	35,498	0 / 0	0 / 0	35,498
Value Creation Stake 2021	N/A	01-01-2021	01-01-2021	06-04-2024	-	61,667 / 968	61,667 / 968	34,212
Value Creation Stake 2022	N/A	01-01-2022	01-01-2022	06-04-2024 ⁷	-	16,303 / 214	16,303 / 214	8,982
Peter van Rossum, former CFO								
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	4,174	0 / 0	0 / 0	-
					919,694	456,257 / 6,444	456,257 / 6,444	949,387

1 Opening balance consists of both shares held and unvested grants for conditional plans at assumed maximum target.

2 Closing balance consists of the full grant and vesting of the relevant plan, including any sell-to-cover performed to compensate a wage tax impact.

3 Performance period always refers to a full year.

4 Converted at the share price at the date of grant.

5 Converted at the share price at the date of vesting

6 Includes additional Value Creation Stake granted due to salary increase.

7 Two years after retirement date.

The purpose of this table is to show actual total remuneration of Management Board members during the reported financial year. It includes the STI 2022. The relative proportion of fixed and variable remuneration in the reported financial year is also presented, whereas for the

purpose of this table, the Value Creation Stake is earmarked as variable remuneration. This table is in line with the current draft Guidelines on the Standardized Presentation of the remuneration report as regards the encouragement of long-term shareholder engagement.

Remuneration of the Management Board by member in thousands of EUR

in thousands of EUR		Fixed remuneration		Variable remuneration						Proportion of fixed and variable remuneration
Name of Director, Position	Year	Base salary	Other benefits	STI ¹	LTI	Value Creation Stake ²	Extra-ordinary Items ³	Pension expense	Total remuneration	
Bruno Chabas, CEO	2022	960	231	816	-	1,512	-	297	3,815	39% / 61%
	2021	960	250	1,279	-	1,797	-	294	4,580	33% / 67%
Douglas Wood, CFO	2022	537	42	342	-	850	-	134	1,906	37% / 63%
	2021	518	50	517	-	968	-	129	2,182	32% / 68%
Øivind Tangen, COO	2022	558 ⁴	346	256	-	695	-	121	1,975	52% / 48%
	2021									
Philippe Barril, former CTO	2022	516	106	269	-	998	-	106	1,995	36% / 64%
	2021	634	188	633	-	1,186	-	158	2,799	35% / 65%
Erik Lagendijk, former CGCO	2022	225	13	87	-	214	-	34	572	47% / 53%
	2021	518	45	517	-	968	-	129	2,177	32% / 68%

1 STI based on accrual accounting, taking into consideration that this reflects the STI to be paid over the performance of that year.

2 The Value Creation Stake does not meet the definition of either fixed or variable remuneration, but for the proportion is considered variable.

3 The extra-ordinary items consist of the sign-on RSUs granted to the Management Board member upon joining the Company.

4 Including unwinding of rights as employee prior to Management Board nomination

In the table below, information on the annual change of remuneration of each individual Management Board member is set out over the five most recent financial years. In addition, the performance of the Company (measured in Directional Underlying EBITDA and TRIFR) is displayed as well as the average remuneration on a full-time equivalent basis of employees of the Company (calculated in the same

manner as the internal pay ratio in this section). Under RP 2015, LTI shares vested three years after award. Under RP 2018, the LTI was replaced by the Value Creation Stake, which vests immediately upon award. As a result, for the years 2018, 2019 and 2020, this table includes both the former LTI vesting and the Value Creation Stake.

Comparative table on the change of remuneration and company performance over the last five reported financial years

in thousands of EUR, except company's performance

Annual Change ¹	2017	2018 ²	2019 ²	2020 ²	2021	2022
Bruno Chabas, CEO	5,749	5% / 6,037	4% / 6,293	6% / 6,721	(47%) / 4,580	(20%) / 3,815
Douglas Wood, CFO	1,233	36% / 1,941	43% / 3,422	(4%) / 3,293	(51%) / 2,182	(15%) / 1,906
Øivind Tangen, COO	-	-	-	-	-	1,975
Philippe Barril, former CTO	1,602	61% / 4,100	(2%) / 4,030	(3%) / 3,895	(39%) / 2,799	(40%) / 1,995
Erik Lagendijk, former CGCO	1,118	61% / 2,869	10% / 3,174	3% / 3,278	(51%) / 2,177	(280%) / 572
Peter van Rossum, former CFO	1,877	(114%) / 878	(45%) / 607	(491%) / 103	-	-
Company's performance						
Underlying Directional EBITDA in million US\$	806	(3%) / 784	6% / 832	19% / 992	(7%) / 931	8% / 1,010
TRIFR ³	0.19	(6%) / 0.18	(38%) / 0.13	(30%) / 0.10	(67%) / 0.06	50% / 0.12
Average employee expenses on a full-time equivalent basis						
Average employee expenses of the Company ⁴	119	(6%) / 113	3% / 117	(3%) / 114	(11%) / 102	8% / 111

1 Annual change in percentage is calculated comparative to the amount of the current year.

2 2018 – 2020 impacted by transition from RP15 (delayed LTI vesting) to RP18 (immediate VCS vesting and a holding period)

3 Total recordable injury frequency rate trends are positive when downwards.

4 The average employee expenses of the company are based on the IFRS expenses including share based payments. The average employee expenses are influenced by both the composition of the population both in function as well as geographical location and the related foreign currency impacts. This calculation has a different basis than the pay-ratio calculation in accordance with the Dutch corporate governance code.

3 GOVERNANCE

For more information on the actual performance of the STI 2022, reference is made to 3.4.2 under Short-Term Incentive.

Performance STI 2022

Performance measure	Salary	Relative Weighting	Threshold	Target	Maximum	Actual performance	Actual in % of base salary
Profitability							
Underlying directional EBITDA		30%	US\$ 900M	US\$ 930M	US\$ 960M	US\$ 1010M	150%
Project Performance		20%	SBM Offshore does not disclose project performance details as this is considered market sensitive information				
Corresponding awards in €	Bruno Chabas, CEO	960,000	€ 240,000	€ 480,000	€ 720,000	€ 476,160	99%
	Douglas Wood, CFO	537,007	€ 100,689	€ 201,378	€ 302,066	€ 199,767	74%
	Øivind Tangen, COO	381,300	€ 71,494	€ 142,987	€ 214,481	€ 141,844	74%
	Philippe Barril, former CTO	422,645	€ 79,246	€ 158,492	€ 237,738	€ 157,224	74%
	Erik Lagendijk, former CGCO	136,568	€ 25,607	€ 51,213	€ 76,820	€ 50,803	74%
Growth							
Order intake FPSO, NES		30%	SBM Offshore does not disclose order intake details as this is considered market sensitive information				
Corresponding awards in €	Bruno Chabas, CEO	960,000	€ 144,000	€ 288,000	€ 432,000	€ 216,000	75%
	Douglas Wood, CFO	537,007	€ 60,413	€ 120,827	€ 181,240	€ 90,620	56%
	Øivind Tangen, COO	381,300	€ 42,896	€ 85,792	€ 128,689	€ 64,344	56%
	Philippe Barril, former CTO	422,645	€ 47,548	€ 95,095	€ 142,643	€ 71,321	56%
	Erik Lagendijk, former CGCO	136,568	€ 15,364	€ 30,728	€ 46,092	€ 23,046	56%
Sustainability							
T1/T2 incidents, Mass of gas flared under SBM Offshore account, TRIFR and SDG target completion		20%	Target T1/T2 LOPC Events=3; Target mass of gas flared under SBM Offshore account (MMscft/day) (average per unit)=1.7; Target TRIFR<0.15; Target SDG #3, #4, #7, #8, #9, #13, #14 Completion at 100%				
Corresponding awards in €	Bruno Chabas, CEO	960,000	€ 96,000	€ 192,000	€ 288,000	€ 123,840	65%
	Douglas Wood, CFO	537,007	€ 40,276	€ 80,551	€ 120,827	€ 51,955	48%
	Øivind Tangen, COO	381,300	€ 28,597	€ 57,195	€ 85,792	€ 36,891	48%
	Philippe Barril, former CTO	422,645	€ 31,698	€ 63,397	€ 95,095	€ 40,891	48%
	Erik Lagendijk, former CGCO	136,568	€ 10,243	€ 20,485	€ 30,728	€ 13,213	48%

Performance measure	Salary	Relative Weighting	Threshold	Target	Maximum	Actual performance	Actual in % of base salary
Total pay out on STI	Bruno Chabas, CEO	960,000	€ 480,000	€ 960,000	€ 1,440,000	€ 816,000	85%
	Douglas Wood, CFO	537,007	€ 201,378	€ 402,755	€ 604,133	€ 342,342	64%
	Øivind Tangen, COO	381,300	€ 142,987	€ 285,975	€ 428,962	€ 243,079	64%
	Philippe Barril, former CTO	422,645	€ 158,492	€ 316,983	€ 475,475	€ 269,436	64%
	Erik Legendijk, former CGCO	136,568	€ 51,213	€ 102,426	€ 153,639	€ 87,062	64%

3.4.4 SUPERVISORY BOARD REMUNERATION POLICY

The Supervisory Board remuneration policy encourages a culture of long-term value creation and a focus on the long-term sustainability of the Company. The remuneration of the Supervisory Board members is not dependent on the results of the Company, which allows an unmitigated focus on long-term value creation for all stakeholders.

The Company's strategy revolves around the themes Optimize, Transform and Innovate. The Optimize pillar is reflected in the competitiveness of the remuneration policy, which is in line with global peer companies that may compete with SBM Offshore for business opportunities and/or talent. The remuneration should enable retaining and recruiting Supervisory Board members with the right balance of experience and competencies while observing the Supervisory Board Profile and Diversity Policy, to oversee the execution of the strategy and the performance of the Company. The remuneration intends to promote an adequate performance of their role. The strategic pillars Transform and Innovate are reflected in the focus of the Supervisory Board on long-term value creation.

Considering the nature of the role and responsibility of the Supervisory Board, the pay and employment conditions of employees are not taken into account when formulating the remuneration policy. The full version of the remuneration policy for the Supervisory Board as approved by the 2020 AGM is available on the Company website.

FEE LEVEL AND STRUCTURE

The fee level and structure for the Supervisory Board remuneration is currently as follows:

Position	Fee in EUR
Chair Supervisory Board	120,000
Vice-Chair Supervisory Board	80,000
Member Supervisory Board	75,000
Chair Audit Committee	10,000
Member of the Audit Committee	8,000
Chair of the Appointment and Remuneration Committee dealing with appointment matters	9,000
Chair of the Appointment and Remuneration Committee dealing with remuneration matters	9,000
Member of the Appointment and Remuneration Committee	8,000
Chair of the Technical and Commercial Committee	10,000
Member of the Technical and Commercial Committee	8,000

All fees above are on an annual basis and are not dependent on the number of meetings. Supervisory Board members also receive an annual amount of EUR500 for expenses, and a lump sum of EUR5,000 per meeting when intercontinental travel is involved.

No share-based remuneration is granted to the members of the Supervisory Board.

3 GOVERNANCE

PENSIONS

The Supervisory Board members do not receive a pension allowance.

ARRANGEMENTS WITH SUPERVISORY BOARD MEMBERS

Members of the Supervisory Board are appointed by the General Meeting for a maximum term of four years. Re-appointment can take place as per the law, articles of association and the Supervisory Board rules of the Company. The term of the Supervisory Board members terminates at the end of their term, in case of resignation or dismissal by the General Meeting.

LOANS

SBM Offshore does not provide loans, advances or guarantees (and/or securities) to the members of the Supervisory Board.

3.4.5 SUPERVISORY BOARD REMUNERATION IN 2022

In accordance with the Supervisory Board Remuneration Policy, the remuneration paid out to the Supervisory Board in 2022 is as follows:

Remuneration of the Supervisory Board by member in thousands of EUR

Name of Supervisory Board Member, Position	Year	Fees	Committee fees	Other benefits ¹	Total remuneration	Proportion of fixed and variable remuneration
Roeland Baan, Chair	2022	120	9	1	130	100% / 0%
	2021	120	9	1	130	100% / 0%
	2020	108	11	1	119	100% / 0%
	2019	75	16	1	92	100% / 0%
	2018	54	12	1	66	-
	2017	-	-	-	-	-
Bernard Bajolet, Vice-Chair	2022	80	8	1	89	100% / 0%
	2021	75	8	1	84	100% / 0%
	2020	75	8	1	84	100% / 0%
	2019	75	8	1	84	100% / 0%
	2018	54	6	1	60	100% / 0%
	2017	-	-	-	-	-
Ingelise Arntsen, Member ²	2022	75	8	1	84	100% / 0%
	2021 ³	55	6	0	61	100% / 0%
	2020	-	-	-	-	-
	2019	-	-	-	-	-
	2018	-	-	-	-	-
	2017	-	-	-	-	-
Sietze Hepkema, Member	2022	75	16	1	92	100% / 0%
	2021	75	14	1	89	100% / 0%
	2020	75	8	1	84	100% / 0%
	2019	75	8	1	84	100% / 0%
	2018	75	8	1	83	100% / 0%
	2017	75	8	1	83	100% / 0%
Hilary Mercer, Member ⁴	2022 ³	55	13	0	69	100% / 0%
	2021	-	-	-	-	100% / 0%
	2020	-	-	-	-	100% / 0%
	2019	-	-	-	-	100% / 0%
	2018	-	-	-	-	100% / 0%
	2017	-	-	-	-	100% / 0%

¹ Other benefits items for the supervisory board consist mainly of the lump sum for intercontinental travel at EUR 5,000 each and a yearly expense allowance of EUR 500

² As per April 7, 2021

³ Remuneration based on months after appointment at the AGM

⁴ As per April 6, 2022

Name of Supervisory Board Member, Position	Year	Fees	Committee fees	Other benefits ¹	Total remuneration	Proportion of fixed and variable remuneration
Cheryl Richard, Member	2022	75	9	1	85	100% / 0%
	2021	75	9	1	85	100% / 0%
	2020	75	9	6	90	100% / 0%
	2019	75	9	31	115	100% / 0%
	2018	75	9	16	99	100% / 0%
	2017	75	8	26	108	100% / 0%
Jaap van Wiechen, Member	2022	75	12	1	88	100% / 0%
	2021	75	17	1	93	100% / 0%
	2020	55	6	0	61	100% / 0%
	2019	-	-	-	-	-
	2018	-	-	-	-	-
	2017	-	-	-	-	-
Francis Gugen, Vice-Chair ²	2022	22	3	0	24	100% / 0%
	2021	80	10	1	90	100% / 0%
	2020	75	10	1	86	100% / 0%
	2019	75	10	1	86	100% / 0%
	2018	75	10	1	85	100% / 0%
	2017	75	10	1	85	100% / 0%
Laurence Mulliez, former Member ³	2022	-	-	-	-	-
	2021	20	4	0	24	100% / 0%
	2020	75	16	1	92	100% / 0%
	2019	75	16	1	92	100% / 0%
	2018	75	10	1	85	100% / 0%
	2017	75	8	1	83	100% / 0%
Andy Brown, former Vice-Chair ⁴	2022	-	-	-	-	-
	2021	-	-	-	-	0%
	2020	58	7	0	66	100% / 0%
	2019	-	-	-	-	-
	2018	-	-	-	-	-
	2017	-	-	-	-	-
Floris Deckers, former Chair ⁵	2022	-	-	-	-	-
	2021 ⁶	-	-	-	-	0%
	2020	32	5	0	37	100% / 0%
	2019	120	17	1	138	100% / 0%
	2018	107	17	1	124	100% / 0%
	2017	75	17	1	92	100% / 0%
Thomas Ehret, former Vice-Chair ⁵	2022	-	-	-	-	-
	2021 ⁶	-	-	-	-	0%

1 Other benefits items for the supervisory board consist mainly of the lump sum for intercontinental travel at EUR 5,000 each and a yearly expense allowance of EUR 500

2 Until April 6, 2022

3 Until April 7, 2021

4 As per April 8, 2020, until December 31, 2020

5 Until April 8, 2020

6 Remuneration based on months prior to retirement at the AGM

3 GOVERNANCE

In the table below, information on the annual change of remuneration of each individual Supervisory Board member is set out over the five most recent financial years.

Comparative table on the change of remuneration and company performance over the last five reported financial years in thousands of EUR

Annual Change ¹	2017	2018	2019	2020	2021	2022
Roeland Baan, Chair	-	66	28% / 92	23% / 119	8% / 130	0% / 130
Bernard Bajolet, Vice-Chair	-	60	28% / 84	0% / 84	0% / 84	6% / 89
Ingelise Arntsen, Member	-	-	-	-	61	27% / 84
Sietze Hepkema, Member	83	0% / 83	1% / 84	0% / 84	7% / 89	2% / 92
Hilary Mercer, Member	-	-	-	-	-	69
Cheryl Richard, Member	108	(9%) / 99	14% / 115	(28%) / 90	(6%) / 85	0% / 85
Jaap van Wiechen, Member	-	-	-	61	34% / 93	(6%) / 88
Francis Gugen, former Vice-Chair	85	0% / 85	1% / 86	0% / 86	5% / 90	(270%) / 24
Laurence Mulliez, former Member	83	2% / 85	7% / 92	0% / 92	(275%) / 24	-
Floris Deckers, former Chair	92	26% / 124	10% / 138	(268%) / 37	-	-
Thomas Ehret, former Vice-Chair	90	0% / 90	1% / 91	(300%) / 23	-	-
Frans Cremers, former member	137	(251%) / 39	-	-	-	-
Lynda Armstrong, former member	91	(203%) / 30	-	-	-	-

¹ For the comparative company performance and average employee expenses on a full-time equivalent basis we refer to the comparative of the Management Board table in section 3.4.3.

Annual change in percentage is calculated comparative to the amount of the current year.

None of the Supervisory Board members receives remuneration that is dependent on the financial performance of the Company, as per best practice 3.3. of the Corporate Governance Code.

With the exception of Sietze Hepkema, none of the Supervisory Board members have reported holding shares (or other financial instruments) in SBM Offshore N.V. His entire shareholding relates to the (share-based) remuneration he has received as a Management Board member in the past.

SBM Offshore does not provide loans, advances or guarantees (and/or securities) to the members of the Supervisory Board.