



OFFSHORE

ENERGY. COMMITTED.

ANNUAL REPORT 2021

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 2021 and various other Management Board remuneration information. The second part describes the remuneration policy for the Supervisory Board and how it was implemented over 2021.

3.4.1 MANAGEMENT BOARD REMUNERATION POLICY

At the 2021 AGM, the Remuneration Policy 2022 (RP 2022) was adopted (90.98% in favor). This policy became effective January 1, 2022. Over 2021, the former policy, RP 2018, still applied. RP 2018 was adopted at the 2018 AGM and became effective January 1, 2018. Full details and the principles and rationale for the RP 2018 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 2018 and RP 2022 are both 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 2018 and 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 of the Company through the Value Creation Stake balanced with pay for performance through the Short-Term Incentive (STI). Sustainability¹¹ is an integral part of the STI performance areas (through Health, Safety, Security and Environment).

The Company's strategy is aimed at optimizing, 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.

Employment conditions and pay of the Company's employees within SBM Offshore are being 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 2018 and RP 2022 are: (1) Base Salary, (2) STI, (3) Value Creation Stake and (4) Pension and Benefits.

¹¹ In this report, the STI performance area 'HSSE' in RP 2018 is also referred to as 'Sustainability Performance'.

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REMUNERATION POLICY STRUCTURE MANAGEMENT BOARD

REMUNERATION POLICY		DETAILS
Base Salary	Fixed component	Level set based on both internal and external relativities
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

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 STI is designed to create a rigorous pay for performance relationship and is a conditional variable component. 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 in the beginning of the financial year. The STI remains unchanged with the implementation of RP 2022.

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 2018:

- Underlying and directional EBITDA is used as an indicator of overall short-term profitability.
- Order Intake and/or the number of FEEDs is used as an operational indicator of top line growth.
- Sustainability Performance include targets related to the 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, targeted 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 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 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.

Prior to RP 2022 being adopted at the 2021 AGM, this underpin already became effective on January 1, 2021 and was applied to the award of 2021 Value Creation Stake.

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.

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

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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 as part of RP 2018 based on shareholder feedback.

A claw-back provision is included in the services 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 2021

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.

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 annually 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. In 2021, the Reference Group consisted of:¹²

¹² Due to changes such as bankruptcy and delisting Noble Corporation and Superior Energy Services are no longer part of the reference group. In 2021 the reference group consisted of 12 companies. Under RP 2022, the reference group has changed. Please be referred to the policy text of RP 2022 for details.

Arcadis	IMI	RPS Group
Boskalis	Oceaneering International	Transocean
Fugro	Petrofac	Vopak
Helmerich & Payne	RPC Inc	Wood Group

Also in 2021, the Supervisory Board assessed the Management Board's remuneration in relation to the Reference Group's pay levels, revenue and market capitalization, mostly as part of the preparation of implementing RP 2022.

The final determination of pay levels for the Management Board also took into account various scenario analyses to assess the impact of different performance levels and share price developments on the total remuneration paid.

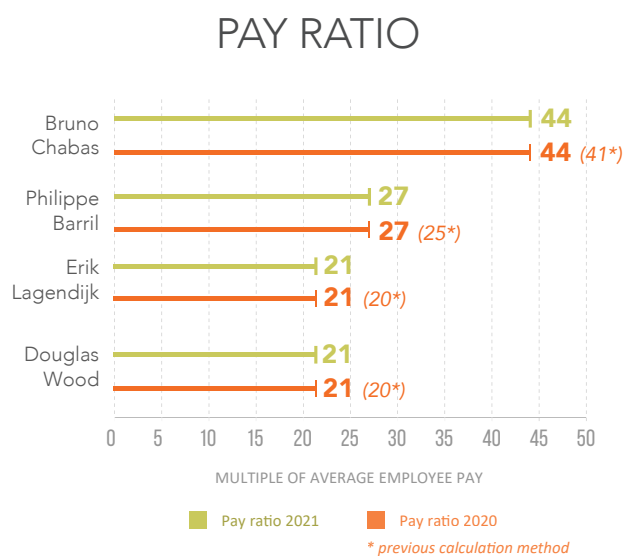
PAY RATIO

The Supervisory Board also includes internal pay ratios when assessing Management Board pay levels.¹³ Per 2021, the Monitoring Committee of the Dutch Corporate Governance Code has set guidelines regarding the calculation of the internal pay ratio. In line with the guidelines, SBM Offshore has changed the calculation on two items: (i) contractors with an employment for at least 3 months are now included in the calculation and (ii) the average employee costs are calculated based on FTE

¹³ 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).

rather than headcount. The average total employee and contractor costs per FTE in 2021 was EUR103 thousand.

The pay-ratio's of each of the Management Board members over 2021 and 2020 are displayed in the following graph (whereas also for 2020 the new calculation method was applied).



TOTAL REMUNERATION OVERVIEW

The table below provides you with insight in the costs for SBM Offshore for Management Board reward in 2021 (based on RP 2018). The table below presents an overview of the remuneration of the Management Board members who were in office in 2021.

in thousands of EUR	Bruno Chabas		Philippe Barril		Erik Lagendijk		Douglas Wood		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Base salary	960	960	634	634	518	518	518	518	2,630	2,630
STI	1,279	1,176	633	582	517	475	517	475	2,946	2,708
Value Creation Stake	1,797	1,965	1,186	1,311	968	1,062	968	1,071	4,919	5,408
Pensions	294	296	158	158	129	129	129	129	710	712
Other	250	213	188	154	45	39	50	44	533	450
Total expense for remuneration	4,580	4,610	2,799	2,839	2,177	2,223	2,182	2,237	11,738	11,908
in thousands of US\$	5,416	5,265	3,310	3,243	2,575	2,539	2,581	2,555	13,883	13,601

1. BASE SALARY

The 2021 and 2020 Base Salary levels of the Management Board members are shown both in the table at the beginning of section: Management Board Remuneration in 2021 and in the table Remuneration of the Management Board by member in section 3.4.3.

2. SHORT-TERM INCENTIVE

For 2021, 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 2021 table in section 3.4.3.

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PERFORMANCE REALIZATION*

	PERFORMANCE MEASURE	RELATIVE WEIGHTING	WEIGHTED PERFORMANCE
PROFITABILITY	Underlying directional EBITDA	50%	75%
GROWTH	Order intake FPSO, NES	30%	38%
SUSTAINABILITY PERFORMANCE	T1/T2 incidents, Mass of gas flared under SBM Offshore account, TRIFR and SDG target completion	20%	20%
TOTAL		100%	133%

* The weighted performance percentages in this graph relate to the CEO. For other Management Board members the performance is 75% thereof.

Profitability performance reached the maximum threshold of 150% with an underlying directional EBITDA of US\$931 million against target level of US\$920 million. Growth performance, measured as order intake FPSO and NES resulted in a performance of 125% which is between target and maximum. Sustainability performance performed slightly above target at 104%. The overall weighted performance of the CEO is 133% and for the other Management Board members the performance is 75% thereof (100%).

The actual shareholdings of the Management Board members per the end of 2021, 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.

3. VALUE CREATION STAKE

The Supervisory Board decided to grant the Value Creation Stake for 2021 to the Management Board members in accordance with RP 2018. The underpin test as explained in section 3.4.1 was applied to this grant. As per RP 2018, 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.

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 per December 31, 2021.

	Shares subject to conditional holding requirement	Other shares	Total shares at 31 December 2021	Total shares at 31 December 2020
Bruno Chabas	366,605	824,465	1,191,070	1,127,604
Philippe Barril	263,184	54,778	317,962	387,826
Erik Lagendijk	179,081	77,549	256,630	222,418
Douglas Wood	181,460	46,856	228,316	194,104
	990,330	1,003,648	1,993,978	1,931,952

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 2021, including a car allowance and a housing allowance (Bruno Chabas and Philippe Barril). 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.

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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 2018 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 2021.

Conditions of and information regarding share plans

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
Bruno Chabas, CEO								
2016 LTI	2016-2018	10-03-2016	09-04-2019	09-04-2021	108,279	0 / 0	0 / 0	-
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	85,873	0 / 0	0 / 0	85,873
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	-	114,397 / 1,797	114,397 / 1,797	63,466
Philippe Barril, COO								
2016 LTI	2016-2018	10-03-2016	09-04-2019	09-04-2021	54,778	0 / 0	0 / 0	-
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	54,712	0 / 0	0 / 0	54,712
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 ⁶	N/A	01-01-2019	01-01-2019	01-01-2024	58,603	0 / 0	0 / 0	58,603
Value Creation Stake 2020	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

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

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
Erik Legendijk, CGCO								
2016 LTI	2016-2018	10-03-2016	09-04-2019	09-04-2021	42,122	0 / 0	0 / 0	-
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	42,936	0 / 0	0 / 0	42,936
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	N/A	01-01-2020	01-01-2020	01-01-2025	35,498	0 / 0	0 / 0	35,498
Value Creation Stake 2021	N/A	01-01-2021	01-01-2021	01-01-2026	-	61,667 / 968	61,667 / 968	34,212
Douglas Wood, CFO								
Restricted Shares	N/A	01-10-2016	01-10-2019	01-10-2021	15,265	0 / 0	0 / 0	-
2016 LTI	2016-2018	10-03-2016	09-04-2019	09-04-2021	31,591	0 / 0	0 / 0	-
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	42,936	0 / 0	0 / 0	42,936
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	-	61,667 / 968	61,667 / 968	34,212
Peter van Rossum, former CFO								
2016 LTI	2016-2018	10-03-2016	09-04-2019	09-04-2021	31,580	0 / 0	0 / 0	-
2017 LTI	2017-2019	09-02-2017	08-04-2020	08-04-2022	4,174	0 / 0	0 / 0	4,174
					1,104,338	313,239 / 4,919	313,239 / 4,919	994,504

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

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The purpose of this table is to show actual total remuneration of Management Board members during the reported financial year. It includes the STI 2021. 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

Name of Director, Position	Year	Fixed remuneration		Variable remuneration					Total remuneration	Proportion of fixed and variable remuneration
		Base salary	Other benefits	STI ¹	LTI	Value Creation Stake ²	Extra-ordinary Items ³	Pension expense		
Bruno Chabas, CEO	2021	960	250	1,279	-	1,797	-	294	4,580	33% / 67%
	2020	960	213	1,176	2,112	1,965	-	296	6,721	22% / 78%
Philippe Barril, COO	2021	634	188	633	-	1,186	-	158	2,799	35% / 65%
	2020	634	154	582	1,056	1,311	-	158	3,895	24% / 76%
Erik Lagendijk, CGCO	2021	518	45	517	-	968	-	129	2,177	32% / 68%
	2020	518	39	475	1,056	1,062	-	129	3,278	21% / 79%
Douglas Wood, CFO	2021	518	50	517	-	968	-	129	2,182	32% / 68%
	2020	518	44	475	1,056	1,071	-	129	3,293	21% / 79%
Peter van Rossum, former CFO	2021	-	-	-	-	-	-	-	-	-
	2020	-	-	-	103	-	-	-	103	0% / 100%

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.

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	2016	2017	2018	2019	2020	2021
Bruno Chabas, CEO	4,039	30% / 5,749	5% / 6,037	4% / 6,293	6% / 6,721	(47%) / 4,580
Philippe Barril, COO	1,192	26% / 1,602	61% / 4,100	(2%) / 4,030	(3%) / 3,895	(39%) / 2,799
Erik Lagendijk, CGCO	812	27% / 1,118	61% / 2,869	10% / 3,174	3% / 3,278	(51%) / 2,177
Douglas Wood, CFO	218	82% / 1,233	36% / 1,941	43% / 3,422	(4%) / 3,293	(51%) / 2,182
Peter van Rossum, former CFO	2,368	(26%) / 1,877	(114%) / 878	(45%) / 607	(491%) / 103	-
Company's performance						
Underlying Directional EBITDA in million US\$	778	3% / 806	(3%) / 784	6% / 832	16% / 992	(7%) / 931
TRIFR ²	0.31	(63%) / 0.19	(6%) / 0.18	(38%) / 0.13	(30%) / 0.10	(67%) / 0.06
Average employee expenses on a full-time equivalent basis						
Average employee expenses of the Company ³	112	6% / 119	(6%) / 113	3% / 117	(3%) / 114	(11%) / 102

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

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

3 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.

For more information on the actual performance of the STI 2021, reference is made to 3.4.2 under Short-Term Incentive.

Performance STI 2021

Performance measure	Salary	Relative Weighting	Threshold	Target	Maximum	Actual performance	Actual in % of base salary
Profitability							
Underlying directional EBITDA			US\$ 840M	US\$ 880M	US\$ 920M	US\$ 931M	150%
	Bruno Chabas, CEO		€ 240,000	€ 480,000	€ 720,000	€ 720,000	150%
Corresponding awards in €	Philippe Barril, COO	50%	€ 118,809	€ 237,619	€ 356,428	€ 356,428	113%
	Erik Legendijk, CGCO		€ 97,031	€ 194,063	€ 291,094	€ 291,094	113%
	Douglas Wood, CFO		€ 97,031	€ 194,063	€ 291,094	€ 291,094	113%
Growth							
Order intake FPSO, NES			SBM Offshore does not disclose order intake details as this is considered market sensitive information				
	Bruno Chabas, CEO		€ 144,000	€ 288,000	€ 432,000	€ 360,000	125%
Corresponding awards in €	Philippe Barril, COO	30%	€ 71,286	€ 142,571	€ 213,857	€ 178,220	94%
	Erik Legendijk, CGCO		€ 58,219	€ 116,438	€ 174,656	€ 145,551	94%
	Douglas Wood, CFO		€ 58,219	€ 116,438	€ 174,656	€ 145,551	94%
Sustainability							
T1/T2 incidents, Mass of gas flared under SBM account, TRIFR and SDG target completion			Target T1/T2 LOPC Events = 3; Target mass of gas flared under SBM account (MMscft/day) (average per unit) = 1.6; Target TRIFR = 0.18; Target SDG #3, #4, #7, #8, #9, #13, #14 Completion at 100%				
	Bruno Chabas, CEO		€ 96,000	€ 192,000	€ 288,000	€ 199,440	104%
Corresponding awards in €	Philippe Barril, COO	20%	€ 47,524	€ 95,048	€ 142,571	€ 98,725	78%
	Erik Legendijk, CGCO		€ 38,813	€ 77,625	€ 116,438	€ 80,629	78%
	Douglas Wood, CFO		€ 38,813	€ 77,625	€ 116,438	€ 80,629	78%
Total pay out on STI	Bruno Chabas, CEO		€ 480,000	€ 960,000	€ 1,440,000	€ 1,279,440	133%
	Philippe Barril, COO		€ 237,619	€ 475,238	€ 712,856	€ 633,373	100%
	Erik Legendijk, CGCO		€ 194,063	€ 388,125	€ 582,188	€ 517,274	100%
	Douglas Wood, CFO		€ 194,063	€ 388,125	€ 582,188	€ 517,274	100%

3 GOVERNANCE

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
Chairman Supervisory Board	120,000
Vice-Chairman Supervisory Board	80,000
Member Supervisory Board	75,000
Chairman Audit and Finance Committee	10,000
Member of the Audit and Finance Committee	8,000
Chairman of the Appointment and Remuneration Committee dealing with appointment matters	9,000
Chairman of the Appointment and Remuneration Committee dealing with remuneration matters	9,000
Member of the Appointment and Remuneration Committee	8,000
Chairman 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.

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 2021

In accordance with the Supervisory Board Remuneration Policy, the remuneration paid out to the Supervisory Board in 2021 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, Chairman	2021	120	9	1	130	100% / 0%
	2020	108	11	1	119	100% / 0%
Francis Gugen, Vice-Chairman	2021	80	10	1	90	100% / 0%
	2020	75	10	1	86	100% / 0%
Ingelise Arntsen, Member ²	2021 ³	55	6	0	61	100% / 0%
	2020	-	-	-	-	-
Bernard Bajolet, Member	2021	75	8	1	84	100% / 0%
	2020	75	8	1	84	100% / 0%
Sietze Hepkema, Member	2021	75	14	1	89	100% / 0%
	2020	75	8	1	84	100% / 0%
Cheryl Richard, Member	2021	75	9	1	85	100% / 0%
	2020	75	9	6	90	100% / 0%
Jaap van Wiechen, Member	2021	75	17	1	93	100% / 0%
	2020 ³	55	6	0	61	100% / 0%
Laurence Mulliez, former Member ⁴	2021	20	4	0	24	100% / 0%
	2020	75	16	1	92	100% / 0%
Andy Brown, former Vice-Chairman ⁵	2021	-	-	-	-	-
	2020 ³	58	7	0	66	100% / 0%
Floris Deckers, former Chairman	2021	-	-	-	-	-
	2020 ⁶	32	5	0	37	100% / 0%
Thomas Ehret, former Vice-Chairman	2021	-	-	-	-	-
	2020 ⁶	20	3	0	23	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 Until April 7, 2021

5 As per April 8, 2020, until December 31, 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	2016	2017	2018	2019	2020	2021
Roeland Baan, Chairman	-	-	66	28% / 92	23% / 119	8% / 130
Francis Gugen, Vice-Chairman	85	0% / 85	0% / 85	1% / 86	0% / 86	5% / 90
Ingelise Arntsen, Member ²	-	-	-	-	-	61
Bernard Bajolet, Member	-	-	60	28% / 84	0% / 84	0% / 84
Sietze Hepkema, Member	83	0% / 83	0% / 83	1% / 84	0% / 84	7% / 89
Cheryl Richard, Member	106	2% / 108	(9%) / 99	14% / 115	(28%) / 90	(6%) / 85
Jaap van Wiechen, Member	-	-	-	-	61	34% / 93
Laurence Mulliez, former Member ³	81	2% / 83	2% / 85	7% / 92	0% / 92	(275%) / 24
Andy Brown, former Vice-Chairman ⁴	-	-	-	-	66	-
Floris Deckers, former Chairman	92	0% / 92	26% / 124	10% / 138	(268%) / 37	-
Thomas Ehret, former Vice-Chairman	90	0% / 90	0% / 90	1% / 91	(300%) / 23	-
Frans Cremers, former member	137	0% / 137	(251%) / 39	-	-	-
Lynda Armstrong, former member	91	0% / 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.

² As per April 7, 2021

³ Until April 7, 2021

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

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.

3.5 SHAREHOLDER INFORMATION

LISTING

SBM Offshore has been listed on Euronext Amsterdam since 1965. The market capitalization as at year-end 2021 was US\$2.7 billion. The majority of the Company's shareholders are institutional long-term investors.

FINANCIAL DISCLOSURES

SBM Offshore publishes audited full-year earnings results and unaudited half-year earnings results, which include financials, within sixty days after the close of the reporting period. For the first and third quarters, SBM Offshore publishes a trading update, which includes important Company news and financial highlights. The Company conducts a conference call and webcast for all earnings releases and a conference call only for all trading updates during which the Management Board presents the results and answers questions. All earnings-related information, including press releases, presentations and conference call details are available on the SBM Offshore website. Please see the Financial Calendar of 2022 at the end of this section for details of the timing of publication of financial disclosures for the remainder of 2022.

In 2018, the Company expanded its 'Directional' reporting. In addition to the Directional income statement, reported since 2013, a Directional balance sheet and cash flow statement are also disclosed in section 4.3.2 of the

Consolidated Financial Statements. Expanding Directional reporting aims to increase transparency in relation to SBM Offshore's cash flow generating capacity and to facilitate investor and analyst review and financial modeling. Furthermore, it also reflects how Management monitors and assesses financial performance of the Company. Directional reporting is included in the audited Consolidated Financial Statements in section 4.3.2.

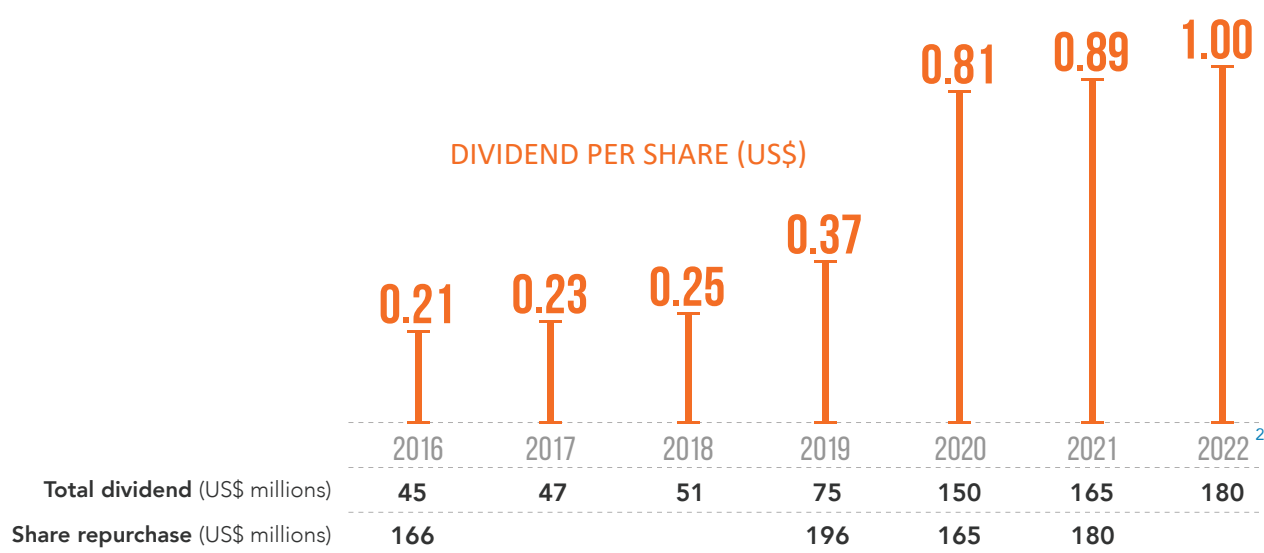
DIVIDEND POLICY & CAPITAL ALLOCATION

The Company's policy is to maintain a stable dividend, which grows over time. Determination of the dividend is based on the Company's assessment of its underlying cash flow position.

Regarding capital allocation, the Company prioritizes payment of the dividend, followed by the financing of growth, with the option thereafter to repurchase shares, depending on residual financial capacity and cash flow outlook.

As part of the Company's regular planning process, following review of its cash flow position and forecast, the Company proposes to pay out a dividend of US\$1 per share, equivalent to c. US\$180 million, to be paid out of retained earnings. This dividend will be proposed at the Annual General Meeting on April 6, 2022. This represents an increase of 13% compared to the US\$0.8854 dividend per share paid in 2021.

Shareholder returns¹



1 – Presents dividends and share repurchase amounts per year of payout

2 – Total dividend amount depends on number of shares entitled to dividend as of Ex-dividend date. The amount disclosed is based on the number of shares outstanding less the treasury shares held at December 31, 2021.