



**2023** ANNUAL REPORT

**BM**  
**OFFSHORE**



## 3 GOVERNANCE

### 3.1 CORPORATE GOVERNANCE STATEMENT

This section gives a broad outline of SBM Offshore's corporate governance structure by describing the roles of the corporate bodies, the external independent auditor, the internal auditor, the General Meeting and of the foundation Stichting Continuïteit SBM Offshore.

On December 20, 2022 the Corporate Governance Code Monitoring Committee published the updated Dutch Corporate Governance Code (Corporate Governance Code). Dutch listed companies are required to report in 2024 on compliance with the Corporate Governance Code in the 2023 financial year. One of the main changes compared to the 2016 Dutch Corporate Governance Code, is the focus on *sustainable* long-term value creation as one of the guiding principles. Amongst others, section 1.3 and 1.2.2 describe SBM Offshore's strategy to realize sustainable long-term value creation, including the social, environmental and economic aspects hereof. Furthermore, it is explained what effects the Company have had on people and the environment and how the interests of stakeholders have been considered (section 1.2.2).

Further to the Corporate Governance Code, the Company has made minor updates to its Management Board and Supervisory Board rules, Diversity & Inclusion Policies for the Management Board, Senior Management and Supervisory Board, its Shareholder Contact and Dialogue Policy (best practice 4.2.2) and published its Stakeholder Engagement Policy (best practice 1.1.5). Reporting on the Diversity targets can be found in section 3.1.9.

This section includes further information to what extent SBM Offshore applies the principles and best practice provisions hereof. The details on compliance with the Corporate Governance Code and the documents referred to above can (also) be found on SBM Offshore's website (ESG/Governance section). The full text of the Corporate Governance Code can be found on [www.mccg.nl](http://www.mccg.nl).

### 3.1.1 CORPORATE GOVERNANCE STRUCTURE

SBM Offshore N.V. is a public company with limited liability (*Naamloze Vennootschap*) incorporated under the laws of the Netherlands with its corporate seat in Amsterdam. Its shares are listed on Euronext Amsterdam. The Company has a two-tier board consisting of a Supervisory Board and a Management Board. Each board has its specific roles and tasks regulated by laws, the articles of association, the Corporate Governance Code, the Supervisory Board rules and Management Board rules. The Management Board rules and Supervisory Board rules contain details on the ways of working of the Management Board and the Supervisory Board and minor updates in view of the Corporate Governance Code were made on November 8, 2023. All documents referred to in this paragraph can be found on SBM Offshore's website (ESG/Governance section).

### 3.1.2 MANAGEMENT BOARD

The Management Board consists of three members: the Chief Executive Officer, the Chief Financial Officer and the Chief Operating Officer. The Management Board manages the Company and is responsible for the continuity of the Company and its business. In fulfilling its responsibilities, the Management Board focuses on sustainable long-term value creation and takes into account the relevant stakeholders' interests. Attention is paid to the effects on people and the environment, as well as the impact of new technologies and changing business models. The Management Board divides duties among its members, charging individual members with specific primary responsibilities. However, the Management Board remains collectively responsible for the management, the business and general affairs of SBM Offshore. The Management Board is accountable to the Supervisory Board and the General Meeting for the performance of its management tasks.

Each year, the Management Board presents to the Supervisory Board the long-term strategy of the Company and the operational plan for the following financial year. The strategy of the Company is built around the ESG themes that have priority for the Company (sections 1.2.2 and 1.3). For each of these themes, material topics have been identified following stakeholder engagement. The related objectives that allow quantification and progress measurement of the strategy implementation are regularly reviewed. Both the long-term strategy and the operational plan are adopted after the Supervisory Board's approval.

The Management Board is responsible for determining the Company's risk profile and policy, which are designed to realize the Company's objectives, to assess and manage the Company's risks and to ensure that sound internal risk management and control systems are in place. The Management Board monitors the design and operation of the internal risk management and control systems and carries out a systematic assessment of their design and operation at least once a year and reports on this to the Audit Committee and the Supervisory Board. This monitoring covers all material control measures relating to strategic, operational, financial, compliance and reporting risks. Among other considerations, attention is given to observed weaknesses, instances of misconduct and irregularities and indications from whistle blowers. In addition the Management Board discusses the Company's annual risk appetite with the Audit Committee and Supervisory Board. A quarterly risk report is provided to the Audit Committee.

The Management Board adopted corporate core values that contribute to a culture focused on sustainable long-

term value creation for the Company. These values are Integrity, Care, Entrepreneurship and Ownership and are regularly discussed with the Supervisory Board. The Management Board encourages behavior that is in keeping with the values and propagates these values through leading by example. The Management Board is responsible for the incorporation and maintenance of the values. The Management Board has drawn up a Code of Conduct and monitors its effectiveness as well as compliance with this Code. Findings and observations in this context are shared with the Supervisory Board. More information about the ways of working of the Management Board can be found in the Management Board rules, as available on the Company's website.

#### COMPOSITION OF THE MANAGEMENT BOARD

Management Board members are appointed and can be suspended or dismissed by the General Meeting. Further information about the appointment and dismissal of Management Board members can be found in SBM Offshore's articles of association.

Management Board members are to inform the Supervisory Board before accepting positions outside the Company and shall not accept such positions prior to the approval of the Supervisory Board. Mandates are discussed annually in the Supervisory Board meeting. The positions cannot be in conflict with the Company's interests. Members of the Management Board may also be appointed to the statutory board of the Company's operational entities. The Company is compliant with best practice 2.4.2 of the Corporate Governance Code.



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### **BRUNO CHABAS**

**Chief Executive Officer, Swiss and French nationality, 1964, male**

Initial appointment in 2011

Bruno Chabas joined SBM Offshore as Chief Operating Officer and Member of the Management Board in May 2011 and became CEO in January 2012. Prior to joining, he worked for 19 years with Acergy S.A. (now Subsea 7 SA). From November 2002 until January 2011, he served as the Chief Operating Officer of Acergy S.A., responsible for all the

day-to-day commercial and operational activity worldwide. From June 1999 through October 2002, he served as Chief Financial Officer. Between 1992 and 2002, Bruno Chabas held various management positions within preceding companies in the United Kingdom, France and the United States.

Bruno Chabas holds an MBA from Babson College, Massachusetts.

Other mandates: Non-Executive Director of FORACO International S.A.



### **ØIVIND TANGEN**

**Chief Operating Officer, Norwegian nationality, 1973, male**

Initial appointment in 2022

Øivind Tangen was appointed as member of the Management Board and Chief Operating Officer at the 2022 Annual General Meeting. He joined SBM Offshore in 2002, as operations readiness engineer. He has subsequently acquired a rich background of international projects and operational management, from Nigeria to Angola and Nova Scotia, Canada. Returning to Monaco in 2014, he held the position of Group Strategy Director and

subsequently Director of Group Execution Functions. In December 2016, he was appointed as Managing Director Operations. Øivind Tangen began his career in offshore engineering with ABB Offshore Systems in Oslo.

Øivind Tangen holds an MSc in Naval Architecture from Trondheim University in Norway and a Master's Degree in MEDEA (Energy, Environmental Management & Economics) from ENI Corporate University in Milan.

No other mandates.



### **DOUGLAS WOOD**

**Chief Financial Officer, British nationality, 1971, male**

Initial appointment in 2016

Douglas Wood joined SBM Offshore as Group Financial Director in October 2016. During the Company's Extraordinary General Meeting of November 30, 2016 he was appointed as a member of the Management Board and took over the role of CFO. Prior to joining SBM Offshore, Douglas Wood worked for Shell for 23 years in various financial management

positions, most recently as CFO and Director of Showa Shell Sekiyu K.K. in Japan. His other roles included Vice President Finance & Planning Exploration (Shell Upstream International) and Head of Business Performance Reporting & Financial Planning (for Shell Exploration & Production).

Douglas Wood is a Fellow of the Chartered Institute of Management Accountants since 2006 and in 1993 obtained a degree in Classics at Oxford University.

No other mandates.

### 3.1.3 SUPERVISORY BOARD AND COMMITTEES

The Supervisory Board consists of six members. The Supervisory Board supervises the policies, the management of the Company and its businesses, the effectiveness and the integrity of the internal risk management and control systems and procedures implemented by the Management Board, as well as the general conduct of affairs of the Company and its businesses. The Supervisory Board also supervises how the Management Board determines its position on the sustainable long-term value creation strategy and how the Management Board implements that strategy, taking into account the effect on people and the environment. The Supervisory Board regularly discusses the strategy, the implementation of the strategy and the risks associated with it. Furthermore, the Supervisory Board assists the Management Board with advice. In the performance of its duties, the Supervisory Board is guided by the interests of the Company and its business as well as the Company's relevant stakeholders. In addition, certain (material) decisions of the Management Board, as stipulated in the Dutch Civil Code, articles of association or the Supervisory Board and Management Board rules, require the Supervisory Board's prior approval.

The Supervisory Board has three subcommittees: the Audit Committee, the Appointment and Remuneration Committee and the Technical and Commercial Committee. The Appointment and Remuneration Committee is a joint committee with two separate chairs and tasks: i) the selection and appointment preparation of Management Board and Supervisory Board members and ii) the preparation of decision-making regarding remuneration matters. The task of each subcommittee is to assist and advise the Supervisory Board in fulfilling its responsibilities. More information about the ways of working of the Supervisory Board and its committees can be found in the Supervisory Board and Committee rules, as available on the Company's website (ESG/Corporate Governance section).

#### COMPOSITION OF THE SUPERVISORY BOARD

Members of the Supervisory Board are appointed by the General Meeting following nomination by the Supervisory Board. A Supervisory Board member is appointed for a period of four years and may then be re-appointed once for another four-year period. A Supervisory Board member may subsequently be re-appointed again for a third period of two years, which may be extended by at most two years. In case of nominations, the competencies and background of members already in function, as well as the Supervisory Board Diversity & Inclusion policy and Supervisory Board Profile will be observed. The guiding principle is that the Supervisory Board is composed in such a way as to ensure an appropriate degree of diversity with regard to, among

others, expertise, experience, competencies and (cultural) background, in line with best practice provision 2.1.4 and 2.1.5 of the Corporate Governance Code. The Supervisory Board appoints one of its members as Chair and one as Vice-Chair. Further information about the appointment and dismissal of Supervisory Board members can be found in SBM Offshore's articles of association. The Supervisory Board has drawn up a retirement schedule for its members, which is available on the Company's website (ESG/Corporate Governance section).

Supervisory Board members shall inform the Supervisory Board before accepting positions outside the Company. Positions may not be accepted without the Supervisory Board's prior approval. The positions cannot be in conflict with the Company's interests. Mandates are reviewed and discussed annually at the Supervisory Board meeting. The Company is compliant with best practice 2.4.2 of the Corporate Governance Code.

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### ROELAND BAAN

**Dutch nationality, 1957, male**

Chair of the Supervisory Board, Chair of the Appointment and Remuneration Committee dealing with appointment and selection matters.

First appointment in 2018, expiry current term in 2026.

**Profession:** CEO of Haldor Topsoe A/S.

**Background:** Roeland Baan started his career at Royal Dutch Shell where he fulfilled various (senior) management roles. As of 1996, he worked consecutively at Thyssen Sonnenberg

Recycling, SHV Gas, Mittal Steel and Arcelor Mittal. Roeland Baan was Executive Vice President and CEO at Aleris until 2015. From April 2016 until June 2020 he was President and CEO at Outokumpu Oyj.

**Education:** Roeland Baan has a Master in Economics from the VU University in Amsterdam (Netherlands).

**Expertise:** Roeland Baan has significant management and CEO experience at multinational companies in the Energy industry.

**Other mandates<sup>14</sup>:** independent board member at Syensqo SA



### BERNARD BAJOLET

**French nationality, 1949, male**

Vice-Chair of the Supervisory Board, member of the Technical and Commercial Committee and the Appointment and Remuneration Committee.

First appointment in 2018, expiry current term in 2026.

**Profession:** Consultant of Amarante International/member of the Strategic Orientation Board.

**Background:** During his career, Bernard Bajolet held various roles as French diplomat and civil servant.

**Education:** Bernard Bajolet studied political sciences at Sciences Po in Paris and obtained his degree at the Ecole Nationale d'Administration in Paris. He was also a fellow at the Center for International Affairs of the Harvard University, Cambridge, Massachusetts.

**Expertise:** Bernard Bajolet has vast international experience in complex environments as well as specific expertise in security.

**Other mandates<sup>14</sup>:** consultant of Amarante International/member of the Strategic Orientation Board.



### INGELISE ARNTSEN

**Danish nationality, 1966, female**

Member of the Supervisory Board, member of the Audit Committee and the Technical and Commercial Committee.

First appointed in 2021, expiry current term in 2025.

**Profession:** Non-Executive Director.

**Background:** Ingelise Arntsen has held executive top management positions within companies such as, Statkraft AS, REC ASA and Aibel AS. She has also spent seven years within the shipbuilding industry, working for Kværner Fjellstrand in Singapore and Norway.

**Education:** Ingelise Arntsen holds a Bachelor's degree in Economics from the University of Southern Denmark.

**Expertise:** Ingelise Arntsen has extensive international experience from the shipbuilding industry and from various parts of the renewable energy industry. She has been

responsible for project development, construction execution and O&M for power production plants within hydropower, wind power and gas-fired power as member of the Management Board of Statkraft, Europe's largest producer of renewable energy. Arntsen has served on the Management Board of major solar power equipment supplier REC, responsible for its silicon wafer division, and has led technology development efforts within floating offshore wind.

**Other mandates<sup>14</sup>:** member of the Supervisory Board of Statkraft AS, Chair of the Supervisory Board of Asplan Viak AS<sup>15</sup>, member of the Supervisory Board of Exportfinans Norge, member of the Supervisory Board of Corvus Energy AS, member of the Supervisory Board of Fred. Olsen Windcarier ASA, member of the Supervisory Board of Synera Renewable Energy.

<sup>14</sup> This section includes other mandates that may be relevant for the performance of the duties of the Supervisory Board.

<sup>15</sup> Ended February 1, 2024.



### ALLARD CASTELEIN

**Dutch nationality, 1958, male**

Member of the Supervisory Board, Chair of the Appointment and Remuneration Committee dealing with remuneration matters.

First appointment in 2023, expiry current term in 2027.

**Profession:** Non-Executive Director.

**Background:** Allard Castelein started his career as a medical doctor, before pursuing an international career in the energy sector. He joined Royal Dutch Shell in 1987, where he fulfilled several (senior) management positions. His last position was President Environment for Royal Dutch Shell (2009-2013). From 2014 till 2023, Allard Castelein was President and CEO of the Port of Rotterdam (Netherlands).

**Education:** Allard Castelein obtained a Master degree in Medicine from the Erasmus University of Rotterdam.

**Expertise:** Allard Castelein has significant CEO and management experience in the Energy Industry, with skills, amongst others, in sustainable development and the environment.

**Other mandates<sup>14</sup>:** non-executive director at Renewi plc, non-executive director at Heijmans N.V., non-executive director at Associated British Ports, member of the Supervisory Board of the International Architecture Biennale Rotterdam, chairman of the board of the Ronald McDonal Huis Sophia Rotterdam.



### HILARY MERCER

**British nationality, 1964, female**

Member of the Supervisory Board, Chair of the Technical and Commercial Committee, member of the Audit Committee.

First appointment in 2022, expiry current term in 2026.

**Profession:** Executive Vice President Projects & Engineering at Shell<sup>16</sup>.

**Background:** Hilary Mercer has 36 years of experience within Shell in various technical and management roles, including mega project development and delivery in Oman, Russia,

Iraq, Qatar and the USA and global project portfolio management.

**Education:** Hilary Mercer has a degree in Engineering Science from Oxford University (Great Britain) and is a Fellow of the Institution of Mechanical Engineers and a Fellow of the Royal Academy of Engineering.

**Expertise:** Hilary Mercer adds knowledge and experience in engineering, project management and HSSE to the Supervisory Board.

**Other mandates:** –



### JAAP VAN WIECHEN

**Dutch nationality, 1972, male**

Member of the Supervisory Board, Chair of the Audit Committee.

First appointment in 2020, expiry current term in 2024.

**Profession:** Member of the Executive Board of HAL Holding N.V./director HAL Investments B.V (Netherlands).

**Education:** Jaap van Wiechen studied Econometrics at the University of Groningen (Netherlands).

**Expertise:** Jaap van Wiechen has management expertise at various (international) companies.

**Other mandates<sup>14</sup>:** member of the Executive Board of HAL Holding N.V./director of HAL Investments B.V., Chairman of the Supervisory Board of Mondhoek B.V. (Coolblue), member of the Supervisory Board of Royal Boskalis Westminster N.V.

<sup>16</sup> Effective January 1, 2024.



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### 3.1.4 SHARE CAPITAL

The authorized share capital of the Company amounts to EUR200 million and is divided into 400,000,000 ordinary shares with a nominal value of EURO.25 and 400,000,000 protective preference shares, also with a nominal value of EURO.25. The preference shares can be issued as a protective measure, as explained in the section on the Stichting Continuïteit SBM Offshore. As per December 31, 2023, 180,671,305 (2022: 180,671,305) ordinary shares are issued. No protective preference shares have been issued.

#### Bearer shares

As per the Dutch Act on Conversion of bearer shares (*Wet omzetting aandelen aan toonder*), all bearer shares still outstanding at December 31, 2020 have been converted into registered shares (31,840) held in the name of the Company as per January 1, 2021. A shareholder who hands in a bearer share certificate to the Company before January 2, 2026 is entitled to receive from the Company a replacement registered share. A shareholder may not exercise the rights vested in a share until the shareholder has handed in the corresponding bearer share certificate(s) to the Company.

### 3.1.5 GENERAL MEETING

Within six months after the end of the financial year, the Annual General Meeting (AGM) is held. The agenda for this meeting generally includes the following standard items:

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- The report of the Management Board concerning the Company's affairs and the management as conducted during the previous financial year.
  - The report of the Supervisory Board and its committees.
  - The remuneration report(s) for an advisory vote.
  - The adoption of the Company's financial statements, the allocation of profits and the approval of the dividend.
  - The discharge of the Management Board and of the Supervisory Board.
  - Corporate Governance.
  - The delegation of authority to issue shares and to restrict or exclude pre-emptive rights.
  - The delegation of authority to purchase own shares.
  - The composition of the Supervisory Board and of the Management Board.
  - Any other topics proposed by the Supervisory Board or shareholders in accordance with Dutch law and the articles of association.
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Proposals to the agenda of General Meetings can be made by persons who are entitled to attend General Meetings, solely or jointly representing shares amounting to at least 1% of the issued share capital, or with a market value of at

least EUR50 million. Proposals of persons who are entitled to attend the shareholders meetings will only be included in the agenda if such proposals are made in writing to the Management Board not later than sixty days before that meeting.

With reference to the articles of association, all shareholders are entitled, either personally or by proxy authorized in writing, to attend the General Meeting, to address the General Meeting and to vote. The articles of association do not provide for any limitation of the transferability of the ordinary shares and the voting rights of shareholders are not subject to any limitation.

At the General Meeting, each ordinary share with a nominal value of EURO.25 each shall confer the right to cast one (1) vote. Each protective preference share with a nominal value of EURO.25 each shall confer the right to cast one (1) vote, when issued. None of the protective preference shares have been issued to date. Unless otherwise required by law or the articles of association of the Company, all resolutions shall be adopted by an absolute majority of votes. The General Meeting may adopt a resolution to amend the articles of association of the Company by an absolute majority of votes cast, but solely upon the proposal of the Management Board, subject to the approval of the Supervisory Board. The articles of association are reviewed on a regular basis and were last amended on April 7, 2022.

The 2023 AGM was held physically and shareholders could cast their votes prior to and during the meeting. 130,899,638 ordinary shares participated in the voting, equal to 72.45% (2021: 72.82%) of the then total outstanding share capital of 180,671,305 ordinary shares. All proposed resolutions were adopted. The outcome of the voting of the meeting was posted on the Company's website on the day following the 2023 AGM and draft minutes were made available to the shareholders via the Company's website within three months after the meeting.

Finally, SBM Offshore's policy on shareholder contacts and dialogue can be found on the Company website (ESG/ Governance section) as per best practice 4.2.2 of the Corporate Governance Code.

### 3.1.6 ISSUE, REPURCHASE AND CANCELLATION OF SHARES

The General Meeting or the Management Board, if authorized by the General Meeting and with the approval of the Supervisory Board, may resolve to issue shares.

The General Meeting or the Management Board, subject to the approval of the Supervisory Board, shall set the price and further conditions of issue, with due observance of the



provisions contained in the articles of association. Shares shall never be issued below par, except in the case as referred to in article 2:80 (2) Dutch Civil Code. At the 2023 AGM, the shareholders have delegated to the Management Board for a period of eighteen months and, subject to the approval of the Supervisory Board, the authority to issue ordinary shares up to 10% of the issued share capital at that time. In addition, authorization was granted to restrict or to exclude pre-emption rights for a period of eighteen months and subject to the approval of the Supervisory Board.

The Management Board may, with the authorization of the General Meeting and the Supervisory Board and without prejudice to the provisions of article 2:98 Dutch Civil Code and the articles of association, cause the Company to acquire fully paid-up shares in its own capital for valuable consideration. The Management Board may resolve, subject to the approval of the Supervisory Board, to dispose of shares acquired by the Company in its own capital. No pre-emption right shall exist in respect of such disposal. At the 2023 AGM, the shareholders have delegated the authority to the Management Board for a period of eighteen months, as from April 13, 2023 and subject to approval of the Supervisory Board, to repurchase up to 10% of the issued share capital at that time.

### 3.1.7 EXTERNAL INDEPENDENT AUDITOR AND INTERNAL AUDITOR

#### EXTERNAL INDEPENDENT AUDITOR

The external independent auditor of SBM Offshore is appointed by the General Meeting on the proposal of the Supervisory Board upon the selection process and recommendation of the Audit Committee and the advice of the Management Board.

PricewaterhouseCoopers Accountants N.V. ('PricewaterhouseCoopers') was first appointed during the 2014 AGM. Pursuant to the Dutch Auditors Profession Act (*Wet op het accountantsberoep*), the audit firm of a so-called public interest entity (such as a listed company) is required to be replaced if the audit firm has performed the statutory audits of the company for a period of ten consecutive years. This means that the term for PricewaterhouseCoopers ends with the audit of the financial year 2023. On April 13, 2023 the General Meeting appointed Deloitte Accountants B.V. as external independent auditor for a period of four years from the audit of the financial years 2024 up to and including 2027.

The external independent auditor attends all meetings of the Audit Committee, as well as the meeting of the Supervisory Board at which the financial statements are approved. The external independent auditor receives the financial information and underlying reports of the quarterly

results and is given the opportunity to comment and respond to this information. Pursuant to the Auditors Profession Act, the auditors are prohibited from providing the Company with services in the Netherlands other than 'audit services aimed to provide reliability concerning the information supplied by the audited client for the benefit of external users of this information and also for the benefit of the Supervisory Board, as referred to in the reports mentioned'. During 2023, a minor number of limited-scope non-audit services were provided by foreign member firms of the PricewaterhouseCoopers global network, taking into account the external auditor's independence rules and SBM Offshore's policy in this regard.

#### INTERNAL AUDITOR

The task of the Internal Audit department is to assess the design and the operation of the internal risk management and control systems. It assists the Company in accomplishing its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of the organization's governance, risk management, and internal controls. The Management Board is responsible for the Internal Audit function. The Supervisory Board oversees the Internal Audit function and, through the Audit Committee, maintains regular contact with the Group Internal Audit Director. Administratively the Group Internal Audit Director reports to the CFO. An Internal Audit Plan, based on a risk-based prioritization of the audit universe, is submitted annually to the Management Board and then to the Audit Committee and Supervisory Board for approval. The Internal Audit department reports the results of the internal audit activities and progress compared to plan to the Management Board, Audit Committee and the external independent auditor. The Internal Audit department is governed by adherence to the Corporate Governance Code and the International Professional Practices Framework (IPPF) of the Institute of Internal Auditors. Every five years, the Internal Audit department is subject to an external quality assurance review against the standards as set out in the IPPF.

### 3.1.8 STICHTING CONTINUÏTEIT SBM OFFSHORE

In this section, SBM Offshore's takeover protection measures are described, as well as the circumstances under which it is expected that these measures may be used.

A foundation 'Stichting Continuïteit SBM Offshore' (the Foundation), was established on March 15, 1988. In summary, the objectives of the Foundation are to represent the interests of SBM Offshore in such a way that the interests of the Company and of all parties involved in this

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are safeguarded, and that influences which could affect the independence, continuity and/or the identity of the Company in breach of those interests are deterred. The Foundation will perform its role, and take all actions required, at its sole discretion. In the exercise of its functions it will, however, be guided by the interests of the Company and the business enterprises connected with it, and all other stakeholders, including shareholders and employees.

The Foundation is managed by a Board, the composition of which is intended to ensure that an independent judgment may be made as to the interests of the Company. The Board consists of a number of experienced (former) senior executives of multinational companies: Mr. A.W. Veenman, Chair, Mr. B. Vree, Vice-Chair, Mr. R.H. Berkvens, Ms. H.F.M. Defesche and Mr. J.O. van Klinken. In order to inform the Board about the business and interests of the Company, the Chair of the Supervisory Board, the CEO and the CFO are invited to attend the Foundation Board meetings.

The Management Board, with the approval of the Supervisory Board, has granted a call option to the Foundation to acquire a number of protective preference shares in the Company's share capital, carrying voting rights, equal to one half of the voting rights carried by the ordinary shares outstanding immediately prior to the exercise of the option, enabling it effectively to perform its functions, at its sole discretion and responsibility, as it deems useful or desirable.

The option agreement between SBM Offshore and the Foundation was last amended and restated in 2011, to reflect a waiver by the Company of its put option and the alignment of the nominal value of the protective preference shares with the nominal value of ordinary shares by reducing the nominal value of EUR1 to EUR0.25 and the related increase in the number of protective preference shares, as per the amended articles of association of the Company. The Foundation is independent, as stipulated in article 5:71 (1) (c) Financial Markets Supervision Act.

### 3.1.9 OTHER REGULATORY MATTERS

#### CONFLICTS OF INTEREST

The members of the Management Board have a services contract with SBM Offshore N.V. These contracts stipulate that members of the Management Board may not compete with the Company. Conflict of interest procedures are included in the Management Board and Supervisory Board rules and the Company's Code of Conduct, and reflect Dutch law and the principle and best practices of the Corporate Governance Code. In 2023, there were no conflicts of interest in relation to the members of the

Management Board and Supervisory Board reported that were of material significance to the Company. For an overview of remuneration granted to the Management and Supervisory Board, reference is made to the remuneration report. The Company is compliant with best practice 2.7.3 to 2.7.4 of the Corporate Governance Code.

In 2023, SBM Offshore did not enter into transactions with legal or natural persons who held at least 10% of the shares in the Company. The Company is compliant with best practice 2.7.5 of the Corporate Governance Code.

#### REGULATIONS CONCERNING OWNERSHIP OF AND TRANSACTIONS IN SHARES

In addition to the Company's Insider Trading Rules, the Supervisory Board and Management Board rules contain a provision stipulating that Supervisory Board and Management Board members will not trade in Company shares or other shares issued by entities other than the Company on the basis of share-price-sensitive information if this information has been obtained in the course of managing or supervising the Company's business. For information about the shares (or other financial instruments) held in SBM Offshore N.V. by members of the Management Board, reference is made to section 4.3.6 of the notes to the consolidated financial statements.

#### CHANGE OF CONTROL

The Company is not a party to any material agreement that takes effect, alters or terminates upon a change of control of the Company following a public takeover bid as referred to in section 5:70 of the Dutch Financial Markets Supervision Act, other than as mentioned in this paragraph. SBM Offshore N.V. has a revolving credit facility agreement under which the approval of the participating lenders must be obtained in the event of a change of control of the Company due to a public takeover bid. Certain shareholder agreements, vessel charter, EPC and O&M contracts that subsidiaries of the Company entered into contain clauses that are triggered in case of a change of control of the Company following a public takeover bid, providing contracting parties with certain rights, such as the right to terminate the relevant agreement. In addition, local bidding rules and regulations (e.g. in Brazil for Petrobras) may require client approval for changes of control. A change of control clause is included in the services contract between the Company and each of the members of the Management Board.

#### EXECUTIVE COMMITTEE

Since the end of 2012, an Executive Committee has been in place. The Executive Committee facilitates decision-making without detracting from the exercise of statutory responsibilities by the members of the Management Board. At year-end 2023, the Executive Committee is comprised of

the Management Board members, the Managing Directors of Floating Production Solutions, Global Resources & Services, Operations, and New Energies & Services, as well as the Group HR Director, the Group HSSEQ & Sustainability Director and the Group General Counsel. In principle, the Executive Committee meets every three months, with ongoing interaction in the interim. In the meetings strategic, operational, financial and organizational topics are discussed.

## **DIVERSITY**

SBM Offshore has a Diversity & Inclusion Policy in place for the Group which can be found on the Company website. Furthermore, in 2023 and with the approval of the Supervisory Board, the Diversity & Inclusion policies for the Supervisory Board and for the Management Board including Senior Management were updated and can also be found on the Company website (ESG/Governance section). Diversity and inclusion targets found to be relevant for the Supervisory Board and Management Board including Senior Management are i) nationality/cultural background with a due and fair representation of the geographic regions in which the Company operates and ii) gender.

At year-end 2023, the members of the Management Board represented four and the members of the Supervisory Board represented four nationalities of which two are different from the Management Board. Two additional nationalities were represented in the Executive Committee. A broad range of experience in the geographic regions the Company operates is seen, or in case of new regions, experience is being build up. Employee development plans are aimed to contribute further to this target.

For 2023, the Company maintained the following gender diversity targets: i) Supervisory Board: males and females each hold at least one third of the seats; ii) Management Board: to have at least one female; and iii) Senior Management: to have at least one third of each of males and females.

As at December 31, 2023, 33.33% of the Supervisory Board members was female (at target). Senior Management met the target as 42.86% of the Executive Committee (excluding Management Board) was female. The Management Board consisted of 100% males, which means the set target was not met. In 2023 there were no vacancies in the Management Board.

In general, more than for re-appointments, whereby experience and good performance are weighing heavily on the decision, new appointments offer opportunity to re-balance the composition in view of fair and equal gender representation when needed. The targets set for (gender)

diversity will be taken into consideration when there are vacancies in the Supervisory Board, Management Board and Senior Management positions. For example, the leadership program (RISE) is designed to ensure that both men and women can advance into senior management and executive positions. Another example to reach the target is collaborating with technical schools, whereby it is noted that for this action it will take longer to see the results in the organization.

The same targets for the Supervisory Board, Management Board and Senior Management will be applied for 2024. Additionally, in terms of the broader organization, the target is that 25% of the broader group of senior management consists of females.

## **CODE OF CONDUCT AND SPEAK UP LINE**

The Company has a Code of Conduct which is built on the Company's four core values Integrity, Care, Entrepreneurship and Ownership. Reporting channels and a Speak Up Line are in place and enable SBM Offshore to carefully listen to its employees and partners in the value chain about concerns related to potential violations against the Code of Conduct, Core Values, or the law. The Speak Up Line, managed by an independent third party, is available 24 hours a day, 365 days a year, supports multiple languages, and allows for anonymous and confidential reporting. For more details on SBM Offshore's compliance program reference is made to section 3.5.2. The Code of Conduct can be found on the Company website.

## **COMPLIANCE WITH THE CODE**

SBM Offshore complies with the principles and best practices of the Corporate Governance Code.