



**2023** ANNUAL REPORT

**BM**  
**OFFSHORE**



## 3.3 REMUNERATION REPORT

### Letter from the Chair of the Appointment and Remuneration Committee for remuneration matters

Dear shareholder,

The Company delivered a good business performance in terms of Profitability, Growth and Sustainability. As a consequence, the Management Board variable compensation (STI) has been awarded accordingly.

Bruno Chabas (CEO) announced his end of term resignation early 2024. The Supervisory Board has appointed as his successor the current COO, Øivind Tangen, who has proven himself and knows the Company well. His base salary has been increased but is set lower than his predecessor and well within the benchmark and the Management Board Remuneration Policy. With the succession, the number of Management Board members goes from three to two.

In the accounting of our implementation of the Management Board Remuneration Policy, we have made some improvements in information and presentation in this report. The presentation on STI targets and performance is more detailed and other tables have been made more concise and accessible. In an outlook paragraph at the end of the report we set out the adjustments in base salaries.

We engage with our shareholders and listen to their input. Our remuneration policies have their full support. We have reviewed the Supervisory Board Remuneration Policy that was approved by the AGM in 2020 with over 99% of the vote. We conclude that the Policy serves its purpose in full and propose only minor changes in our submission to the AGM in 2024.

Pursuant to Dutch law, our Management Board Remuneration Policy must be approved by shareholders every four years and is therefore subject to renewal at the AGM in 2025. In this context, the base salary of Douglas Wood (CFO) will be benchmarked this year. We will seek input from our shareholders on the Remuneration Policy during the course of 2024.

Below you find a full account of our remuneration policies and how we implemented them in 2023. We look forward to engage on this report with you and thank you for your support.

On behalf of the Appointment and Remuneration Committee,

Allard Castelein, Chair for remuneration matters

### 3.3.1 MANAGEMENT BOARD REMUNERATION POLICY

#### Introduction

The Remuneration Policy 2022 (RP 2022) became effective January 1, 2022 after being approved by shareholders with 91% of the votes on April 7, 2021. Full details and the principles and rationale for the RP 2022 are available on SBM Offshore's website (ESG/Governance section).

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 written 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. We enable the energy transition, leveraging our unique capabilities in floating solutions. 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 sustainable 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 revolves around the pillars Environmental, Social and Governance in order to grow in size and create sustainable long-term value. In RP 2022, 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 and also through the underpin test (if applicable) for the Value Creation Stake.

## 3 GOVERNANCE

### REMUNERATION POLICY STRUCTURE MANAGEMENT BOARD

REMUNERATION POLICY		DETAILS
<b>Base Salary</b>	Fixed component	Level set based on both internal and external benchmarks
<b>STI</b>	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)
<b>Value Creation Stake</b>	Award of locked-in shares: 175% of Base Salary	This award is conditional upon Supervisory Board approval – Immediate vesting plus 5-year holding requirement
<b>Pension</b>	Pension allowance equal to 25% of Base Salary	Management Board members are responsible for their own pension arrangements
<b>Benefits</b>	Benefits include car allowance and health/life insurance	Other benefits depend on individual circumstances and may include a housing allowance

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. Under RP 2022, 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 within the following margins for each area:

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

The Supervisory Board will inform the shareholders in the remuneration report of the performance indicators it applies in each financial year. 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. Target setting and realization are published ex post in this remuneration report. For order intake and project performance that are commercially very sensitive a qualitative appraisal will be presented. 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

## 3 GOVERNANCE

Corporate Governance Code. The 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.

### 3.3.2 2023 MANAGEMENT BOARD REMUNERATION

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 to the Reference Group. In the event a position cannot be bench-marked within the Reference Group, the Supervisory Board may benchmark a position to similar companies. For 2023, the Reference Group consisted of:<sup>17</sup>

<sup>17</sup> Compared to RP 2022 the reference group has changed. Due to changes such as bankruptcy and delisting, Boskalis, Superior Energy Services and RPS Group are no longer part of the reference group.

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

In 2023, there were no changes in the base salary of the Management Board members.

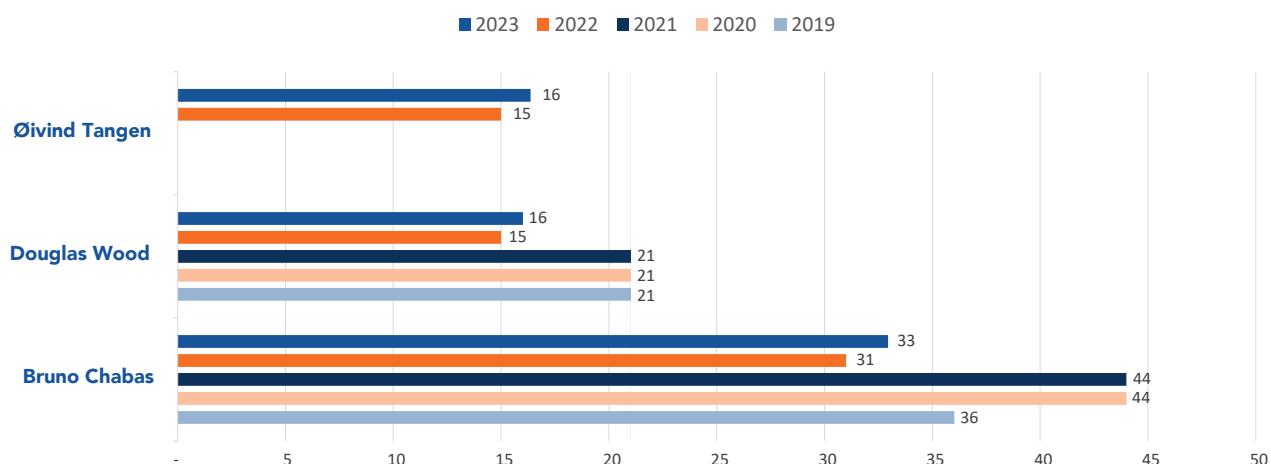
### PAY RATIO

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.<sup>18</sup> The average total employee and contractor costs per FTE in 2023 was EUR136 thousand.

The pay ratios of each of the Management Board members over the period of 2019 to 2023 are displayed in the following graph.

<sup>18</sup> 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 2023

(based on RP 2022) and presents an overview of the remuneration of the Management Board members who were in office in 2023.

### Remuneration of the Management Board

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 <sup>1</sup>	Value Creation Stake	Pension expense		
Bruno Chabas, CEO	2023	960	241	1,152	1,697	276	4,327	34%/66%
	2022	960	231	816	1,512	297	3,815	39%/61%
	2021	960	250	1,279	1,797	294	4,580	33%/67%
	2020	960	213	1,176	1,965	296	6,721	22%/78%
	2019	800	165	916	1,372	245	6,293	19%/81%
Douglas Wood, CFO	2023	544	36	490	962	136	2,167	33%/67%
	2022	537	42	342	850	134	1,906	37%/63%
	2021	518	50	517	968	129	2,182	32%/68%
	2020	518	44	475	1,071	129	3,293	21%/79%
	2019	484	41	415	845	121	3,422	19%/81%
Øivind Tangen, COO	2023	518	145	466	916	130	2,175	36%/64%
	2022	558 <sup>2</sup>	346	256	695	121	1,975	52%/48%

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

<sup>2</sup> Including unwinding of rights as employee prior to the Management Board nomination.

### 1. BASE SALARY

The 2023 and 2022 base salary levels of the Management Board members are shown in the table above: Remuneration of the Management Board.

### 2. SHORT-TERM INCENTIVE

RP 2022 indicates that for the STI, the performance areas are Profitability, Growth and Sustainability. As the Company now revolves its strategy around the strategic pillars Environment, Social and Governance, the Supervisory Board deemed it appropriate that the STI performance measures can also be linked to these pillars.

The Supervisory Board set the metrics and the detailed targets (reflected as Threshold/Target/Max) for each of these performance areas at the beginning of the financial year. For each of these targets a scenario analysis takes

## 3 GOVERNANCE

place to ensure that the targets are suitable, supportive to the strategy and challenging. When conducting scenario analyses and establishing the metrics and detailed targets, the Supervisory Board identifies critical variables and factors that could impact the Company's performance in the relevant performance areas and could influence pay outcomes. Additionally, regular updates are given on the forecasted target realization throughout the year. These

updates are also taken into consideration in the scenario analyses when establishing the targets and detailed metrics at the beginning of the following year.

The following two tables show an overview of the 2023 target realization and the related 2023 STI for the individual Management Board members.

Performance area	Performance indicator	Relative weight	Threshold	Target	Max	Actual performance	Actual in % of target
Profitability	Underlying directional EBITA (USD mln)	50%	1,020	1,050	1,080	1,075 <sup>1</sup>	55.4%
	Project Execution performance						
Growth	Order intake, Energy transition	30%	Commercially sensitive			Between Target and Max	36.0%
Sustainability	Safety		T1 Process Safety Incidents with > 3 in severity score=3			1	
	Operational Excellence on gas flared	20%	average MMscft/day per unit=1.48			1.18	28.3%
	Injury frequency rate		TRIFR<0.14			0.08	
	SDG contribution		SDG #3, #4; #7; #8; #9, #10; #12; #13; #14 completion 100%			110%	
Weighted performance on all indicators		100%					119.7%

<sup>1</sup> Underlying EBITDA reflects the following adjustments: i. impact of the sale of Liza Destiny earlier than planned; ii. implementation costs of an optimization plan related to the Company's support functions; and iii. impact of the delay in commencement of a charter by a client notwithstanding the on-target delivery of the vessel by the Company.

### 2023 STI Performance

Name of Director	Position	Base salary in EUR	Threshold STI	On Target STI	Maximum STI	Actual Performance in %	Actual Performance in EUR
Bruno Chabas	CEO	960,000	50.0%	100%	150.0%	120%	1,152,000
Douglas Wood	CFO	544,000	37.5%	75%	112.5%	90%	489,600
Øivind Tangen	COO	518,000	37.5%	75%	112.5%	90%	466,200

### 3. VALUE CREATION STAKE

The Supervisory Board decided to grant the Value Creation Stake for 2024 to the Management Board members in accordance with RP 2022. The underpin test as explained in section 3.3.1 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 3.3.2. The number of shares vested under the Value Creation Stake can be found in section 3.3.3 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 at December 31, 2023.

##### Shares held by members of the Management Board

	Shares subject to conditional holding requirement	Other shares	Total shares at 31 December 2023	Total shares at 31 December 2022
Bruno Chabas	330,965	987,740	1,318,705	1,254,864
Douglas Wood	176,470	123,716	300,186	264,009
Øivind Tangen <sup>1</sup>	78,250	94,854	173,104	129,792
<b>Total</b>	<b>585,685</b>	<b>1,206,310</b>	<b>1,791,995</b>	<b>1,648,665</b>

<sup>1</sup> Management Board member since 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 3.3.3 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 3.3.2.

The Management Board members received several allowances in 2023, including a car allowance, a housing allowance as well as school fees. The value of these elements is included in the table in section 3.3.2 under item Other Benefits.



## 3 GOVERNANCE

### 3.3.3 OTHER REMUNERATION INFORMATION

In compliance with the implemented EU Shareholder Rights' Directive into Dutch law, this section provides further information 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 2023.

#### Conditions of and information regarding share plans

The main conditions of share award plans			Information regarding the reported financial year			
Specification of plan	Grant and vesting dates	End of retention period	Opening balance <sup>1</sup>	During the year		Closing balance <sup>2</sup>
			Shares held at the beginning of the year	Shares granted (# / EUR x 1,000) <sup>3</sup>	Shares vested (# / EUR x 1,000) <sup>4</sup>	Shares subject to a retention period
<b>Bruno Chabas, CEO</b>						
Value Creation Stake 2018	01-01-2018	01-01-2023	77,402	0 / 0	0 / 0	-
Value Creation Stake 2019	01-01-2019	01-01-2024	74,043	0 / 0	0 / 0	74,043
Value Creation Stake 2020 <sup>5</sup>	01-01-2020	01-01-2025	65,821	0 / 0	0 / 0	65,821
Value Creation Stake 2021	01-01-2021	01-01-2026	63,466	0 / 0	0 / 0	63,466
Value Creation Stake 2022	01-01-2022	01-01-2027	63,794		0 / 0	63,794
Value Creation Stake 2023	01-01-2023	01-01-2028	-	115,074 / 1,697	115,074 / 1,697	63,841
<b>Douglas Wood, CFO</b>						
Value Creation Stake 2018	01-01-2018	01-01-2023	33,924	0 / 0	0 / 0	-
Value Creation Stake 2019	01-01-2019	01-01-2024	32,511	0 / 0	0 / 0	32,511
Additional Value Creation Stake 2019	01-07-2019	01-07-2024	2,323	0 / 0	0 / 0	2,323
Value Creation Stake 2020	01-01-2020	01-01-2025	35,554	0 / 0	0 / 0	35,554
Value Creation Stake 2021	01-01-2021	01-01-2026	34,212	0 / 0	0 / 0	34,212
Value Creation Stake 2022	01-01-2022	01-01-2027	34,389	0 / 0	0 / 0	34,389
Additional Value Creation Stake 2022 <sup>6</sup>	06-04-2022	06-04-2027	1,304	0 / 0	0 / 0	1,304
Value Creation Stake 2023	01-01-2023	01-01-2028		65,209 / 962	65,209 / 962	36,177

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

<sup>2</sup> 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.

<sup>3</sup> Converted at the share price at the date of grant.

<sup>4</sup> Converted at the share price at the date of vesting.

<sup>5</sup> Includes additional Value Creation Stake granted due to salary increase.

<sup>6</sup> 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	Grant and vesting dates	End of retention period	Opening balance <sup>1</sup>	During the year		Closing balance <sup>2</sup>
			Shares held at the beginning of the year	Shares granted (# / EUR x 1,000) <sup>3</sup>	Shares vested (# / EUR x 1,000) <sup>4</sup>	Shares subject to a retention period
<b>Øivind Tangen, COO</b>						
Ownership Shares 2021	01-01-2021	01-01-2024	1,293	0 / 0	0 / 0	1,293
Ownership Shares 2022	01-01-2022	01-01-2025	1,572	0 / 0	0 / 0	1,572
Value Creation Stake 2022 <sup>5</sup>	06-04-2022	06-04-2027	32,073	0 / 0	0 / 0	32,073
Value Creation Stake 2023	01-01-2023	01-01-2028		62,092 / 916	62,092 / 916	43,312

- 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 Converted at the share price at the date of grant.
- 4 Converted at the share price at the date of vesting.
- 5 Pro-rata VCS following appointment to Management Board per April 6, 2022.

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).

#### 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 <sup>1</sup>	2018 <sup>2</sup>	2019 <sup>2</sup>	2020 <sup>2</sup>	2021	2022	2023
Bruno Chabas, CEO	6,037	4% / 6,293	6% / 6,721	(47%) / 4,580	(20%) / 3,815	13% / 4,327
Douglas Wood, CFO	1,941	43% / 3,422	(4%) / 3,293	(51%) / 2,182	(15%) / 1,906	14% / 2,167
Øivind Tangen, COO	-	-	-	-	1,975	10% / 2,175
<b>Company's performance</b>						
Underlying Directional EBITDA in million US\$	784	6% / 832	19% / 992	(7%) / 931	8% / 1,010	6% / 1,075 <sup>3</sup>
TRIFR <sup>4</sup>	0.18	(38%) / 0.13	(30%) / 0.10	(67%) / 0.06	50% / 0.12	(50%) / 0.08
<b>Average employee expenses on a full-time equivalent basis</b>						
Average employee expenses of the Company <sup>5</sup>	113	3% / 117	(3%) / 114	(11%) / 102	8% / 111	2% / 113

- 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 Underlying EBITDA reflects the following adjustments: i. impact of the sale of Liza Destiny earlier than planned; ii. implementation costs of an optimization plan related to the Company's support functions; and iii. impact of the delay in commencement of a charter by a client notwithstanding the on-target delivery of the vessel by the Company.
- 4 Total recordable injury frequency rate trends are positive when downwards.
- 5 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

### 3.3.4 SUPERVISORY BOARD REMUNERATION POLICY

The Supervisory Board Remuneration Policy became effective April 8, 2020 after being approved by shareholders with 99% of the votes on the same date. The full version of the Remuneration Policy is available on SBM Offshore's website (ESG/Governance section).

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 pillars Environmental, Social and Governance. The Social 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 & Inclusion 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 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.

### 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.

### 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.

### 3.3.5 SUPERVISORY BOARD REMUNERATION IN 2023

in 2023 is as per below. Supervisory Board members do not receive variable remuneration.

In accordance with the Supervisory Board Remuneration Policy, the remuneration paid out to the Supervisory Board

#### Remuneration of the Supervisory Board by member in thousands of EUR

Name of Supervisory Board Member, Position	Year	Fees	Committee fees	Other benefits <sup>1</sup>	Total remuneration
Roeland Baan, Chair	2023	120	9	1	130
	2022	120	9	1	130
Bernard Bajolet, Vice-Chair	2023	80	14	1	95
	2022	80	8	1	89
Ingelise Arntsen, Member	2023	75	14	1	90
	2022	75	8	1	84
Allard Castelein, Member <sup>2</sup>	2023	54	6	-	60
	2022	-	-	-	-
Hilary Mercer, Member <sup>3</sup>	2023	75	18	31	124
	2022	55	13	-	69
Jaap van Wiechen, Member	2023	75	10	1	86
	2022	75	12	1	88
Sietze Hepkema, former Member <sup>4</sup>	2023	21	5	-	26
	2022	75	16	1	92
Cheryl Richard, former Member <sup>4</sup>	2023	21	3	10	34
	2022	75	9	-	85
Francis Gugen, former Vice-Chair <sup>5</sup>	2023	-	-	-	-
	2022	22	3	-	24

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 13, 2023.

3 As per April 6, 2022.

4 Until April 13, 2023.

5 Until April 6, 2022.

## 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 over the last five reported financial years in thousands of EUR

Annual Change <sup>1</sup>	2018	2019	2020	2021	2022	2023
Roeland Baan, Chair	66	28% / 92	23% / 119	8% / 130	0% / 130	(0%) / 130
Bernard Bajolet, Vice-Chair	60	28% / 84	0% / 84	0% / 84	6% / 89	6% / 95
Ingelise Arntsen, Member	-	-	-	61	27% / 84	7% / 90
Allard Castelein, Member	-	-	-	-	-	60
Hilary Mercer, Member	-	-	-	-	69	44% / 124
Jaap van Wiechen, Member	-	-	61	34% / 93	(6%) / 88	(2%) / 86
Sietze Hepkema, Member	83	1% / 84	0% / 84	7% / 89	2% / 92	(254)% / 26
Cheryl Richard, Member	99	14% / 115	(28%) / 90	(6%) / 85	0% / 85	(150%) / 34
Francis Gugen, former Vice-Chair	85	1% / 86	0% / 86	5% / 90	(270)% / 24	(100%) / 0
Laurence Mulliez, former Member	85	7% / 92	0% / 92	(275%) / 24	-	-
Floris Deckers, former Chair	124	10% / 138	(268%) / 37	-	-	-
Thomas Ehret, former Vice-Chair	90	1% / 91	(300%) / 23	-	-	-
Frans Cremers, former Chair	39	-	-	-	-	-
Lynda Armstrong, former member	30	-	-	-	-	-

<sup>1</sup> 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.

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

Pursuant to Dutch law, the Management Board Remuneration Policy must be approved by shareholders every four years and is therefore subject to renewal at the AGM in 2025. In this context the base salary of Douglas Wood will be benchmarked this year. We will seek input from our shareholders on the Remuneration Policy during the course of 2024.

### 3.3.6 OUTLOOK FOR 2024

In 2023, the base salary for the Management Board members stayed the same. Bruno Chabas has served the Company for 12 years and will step down as CEO at the end of the 2024 AGM. The Management Board will continue after April 12, 2024 as a two-person board consisting of Øivind Tangen (CEO) and Douglas Wood (CFO). The Supervisory Board resolved to increase the base salary of Øivind Tangen to EUR775 thousand as of that date.

The Supervisory Board Remuneration Policy was approved in 2020. In 2023, the Supervisory Board reviewed its own Remuneration Policy and concluded that the Policy serves its purpose in full and therefore minor changes are proposed in our submission to the 2024 AGM.