



2023 ANNUAL REPORT

BM
OFFSHORE



RESTRICTED SHARE UNIT (RSU) PLANS

The number of shares granted under the RSU plan in 2023 was 812,950 (2022: 803,320), with the three-year employment period starting on January 1, 2023 (2022: January 1, 2022).

The annual RSU award is based on individual potential. The RSU plans themselves have no performance condition, only a service condition, and will vest at the end of three years' continuing service. The fair value is determined based on the share price at the grant dates, with an adjustment for the present value of the expected dividends during the vesting period.

	2023	2022
RSU grant date fair value per share	€ 10.85	€ 11.44

For RSUs, a vesting probability (based on expectations on, for example, the number of employees leaving the Company before the vesting date of their respective RSU plan) of 5% is assumed. The Company periodically reviews this estimate and aligns to the actual forfeitures.

OWNERSHIP SHARES

Ownership Shares is an annual award in shares to compensate the overall STI target reduction of 3-6% of annualized gross salary under the Company's 2019 STI plan awarded to employees based on seniority. The Ownership Shares have no performance conditions, only a service condition. The Ownership Shares are subject to a three-year holding requirement after the grant date. This means that a fixed population of onshore employees, based on seniority in the Company, are eligible to the Ownership Shares equal to 4-8% of annualized gross salary.

The total number of Ownership Shares that vested during 2023 was 76,485 shares (2022: 96,333). The fair value of the Ownership Shares is measured at the opening share price of January 2, 2023.

	2023	2022
Ownership Shares grant date fair value per share	€ 14.75	€ 13.15

MATCHING SHARES

Under the STI plans for the management and staff of the Company, 20% of the STI is or can be paid in shares. Subject to a vesting period of three years, an identical number of shares (matching shares) will be issued to participants, assuming a probability of 95%. The Company periodically reviews this estimate and aligns to the actual forfeitures. The grant date fair value is measured indirectly, based on the grant date price of the equity instrument, with an adjustment for the present value of the expected dividends during the vesting period.

The assumptions included in the calculation for the matching shares are:

	2023	2022
Matching shares grant date fair value per share	€ 10.74	€ 11.75

TOTAL SHARE-BASED PAYMENT COSTS

The amounts recognized in operating profit for all share-based payment transactions have been summarized by taking into account both the provisional awards for the current year and the additional awards related to prior years. Total share-based compensation has slightly increased in comparison to 2022.

2023 (in thousands of US\$)	Performance shares and RSU/Value Creation Stake	Matching shares	Total
Instruments granted	14,424	5,087	19,511
Total expenses 2023	14,424	5,087	19,511

2022 (in thousands of US\$)	Performance shares and RSU/Value Creation Stake	Matching shares	Total
Instruments granted	13,327	5,840	19,167
Total expenses 2022	13,327	5,840	19,167

4 FINANCIAL INFORMATION 2023

Rules of conduct with regard to inside information are in place to ensure compliance with the Act on Financial Supervision. For example, these rules forbid the exercise of options or other financial instruments during certain periods, more specifically when an employee is in possession of price-sensitive information.

The movement in the outstanding number of shares which could potentially vest at a point in time under the Company share-based payment plans is illustrated in the following table.

in number of shares	2023	2022
Outstanding at 1 January	3,064,079	2,910,725
Granted	1,686,474	1,629,422
Vested	(1,064,211)	(1,125,632)
True-up at vesting	-	-
Cancelled or forfeited	(350,106)	(350,436)
Total movements	272,157	153,354
Outstanding at 31 December	3,336,236	3,064,079

REMUNERATION OF THE SUPERVISORY BOARD

The remuneration of the Supervisory Board amounted to EUR601 thousand (2022: EUR658 thousand) and can be specified as follows:

in thousands of EUR	2023			2022		
	Basic remuneration	Committees	Total	Basic remuneration	Committees	Total
Total	521	78	599	580	78	658

There are no share-based incentives granted to the members of the Supervisory Board. Nor are there any loans outstanding to the members of the Supervisory Board or guarantees given on behalf of members of the Supervisory Board. In 2023, the number of Supervisory Board members decreased from 7 to 6.

NUMBER OF EMPLOYEES

Number of employees (by operating segment)

By operating segment:	2023		2022	
	Average	Year-end	Average	Year-end
Lease and Operate	2,420	2,667	2,072	2,172
Turnkey	2,129	2,036	2,110	2,221
Other	639	701	549	576
Total excluding employees working for JVs and associates	5,187	5,404	4,731	4,969
Employees working for JVs and associates	531	531	529	530
Total	5,717	5,935	5,259	5,499

Number of employees (by geographical area)

By geographical area:	2023		2022	
	Average	Year-end	Average	Year-end
the Netherlands	507	496	471	518
Worldwide	4,680	4,908	4,260	4,451
Total excluding employees working for JVs and associates	5,187	5,404	4,731	4,969
Employees working for JVs and associates	531	531	529	530
Total	5,717	5,935	5,259	5,499

The figures exclude fleet personnel hired through crewing agencies as well as other agency and freelance staff for whom expenses are included within 'other employee benefits'. The increase of Lease and Operate average headcount is primarily due to FPSO *Prosperity* joining the fleet during the current year and full ramp up on FPSO *Sepetiba* before producing and