Half Year 2016 Earnings Update

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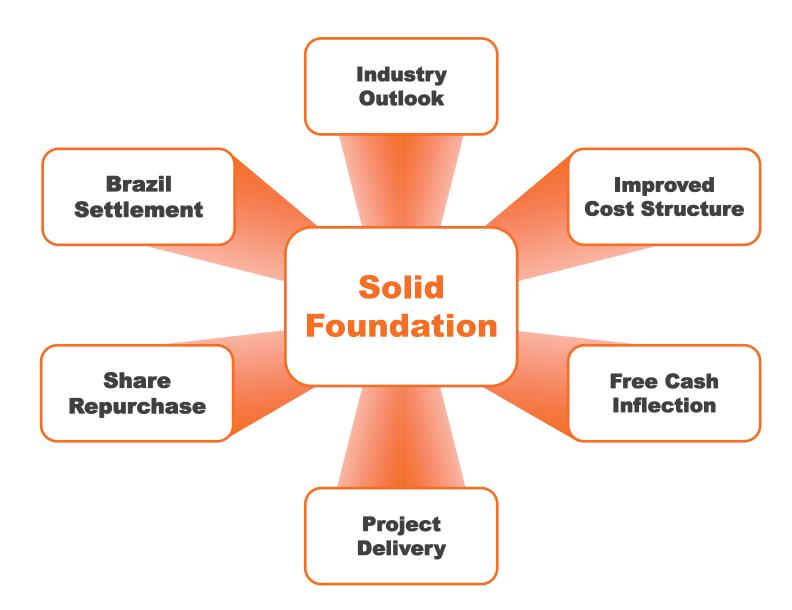
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Key Messages





Site Office

No. 1 FPSO Player Worldwide

The Company

- 5 Regional Centers
- 13 Shore Bases / Operations Offices
- 4 Site Offices
- 7,020 Employees (as of 12/31/15)

Lease Fleet

12 FPSOs; 1 FPSO under construction

- 2 FSOs
- 1 Semi-sub
- 1 MOPU



Financials in US\$ billion

2016 Directional⁽¹⁾ Rev. Guidance 2.0 Directional⁽¹⁾ Backlog (6/30/2016) 18.0 Market Cap (as of 8/10/2016) 2.9

Performance 1H2016

278 years of operational experience 95% Uptime

1.4 MM BOE throughput capacity/day

7,889 Tanker Offloads



Delivering the Full Product Lifecycle

Engineering

50 years of industry firsts Leading edge technology

Product Life Extension

Leader in FPSO relocation World class after sales

Operations

278 years of experience 99%+ production uptime Largest international FPSO fleet

Procurement

Integrated supply chain Global efficiencies Local sourcing

Construction

Strategic partnerships
Unrivalled project experience

Installation

Dedicated fleet
Unparalleled experience
Extensive project capability





Macro View

1H 2016 Financials

Outlook

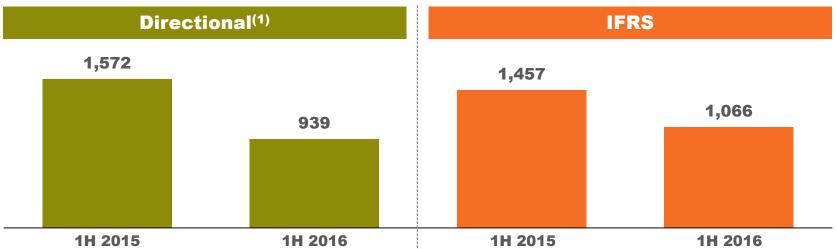




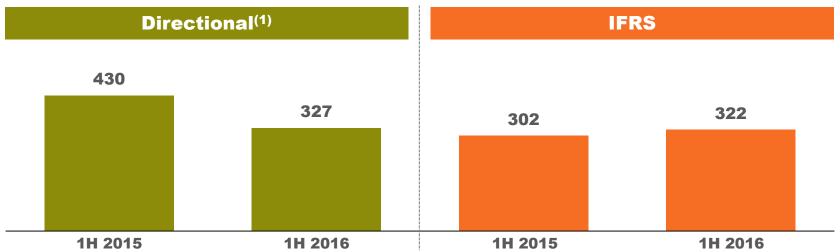
Total Overview

(US\$ Millions)

Revenue



EBITDA





Compliance

- On July 16, 2016 the Company announced the signing of a US\$273 million Settlement Agreement with Brazilian authorities and Petrobras
- The Public Prosecutor's Office has submitted the Settlement Agreement for approval of the Fifth Chamber of the Federal Prosecutor Service
 - Approval establishes the effective date of the Settlement Agreement
- The MTFC sent the Settlement Agreement to the Federal Court of Accounts (Tribunal de Contas da União – "TCU")
- The Company continues to cooperate with the United States Department of Justice following the reopening of its investigation in January 2016



HSSE Results – 1H 2016

Health & Safety

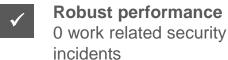






Handling

Security







Environment – Relative to production:

Increased Volume Gas flared under SBM account, due to flaring allocations for one unit



- Energy efficiency better than target
- Volume of oil released through produced water reduced compared to 2015
- Volume of hydrocarbons spilled reduced compared to 2015 (0.01m³ versus 0.2m³ in 2015)

Process Safety Management

- **2016 priority action items** 45% completed at mid-year
- Revised Incident Management Process & Management of Change Processes

Recognition

DJSI World / Europe
6th consecutive year





1H 2016 Review



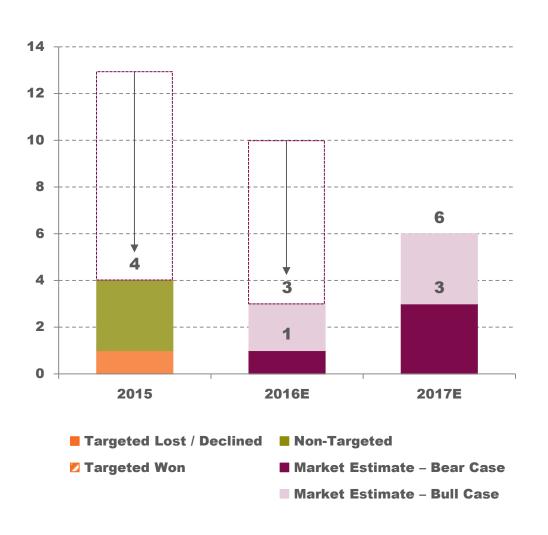
1H 2016 Financials

Outlook





What the FPSO Market is Telling Us



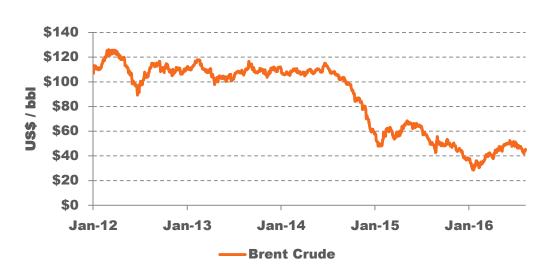
Further **downward** adjustment across all segments

No awards so far in 2016

Remain cautious on awards for the next **two** years



Oil Dynamics





Supply side **rebalancing** continues

Activity is still **falling globally**, driving production declines

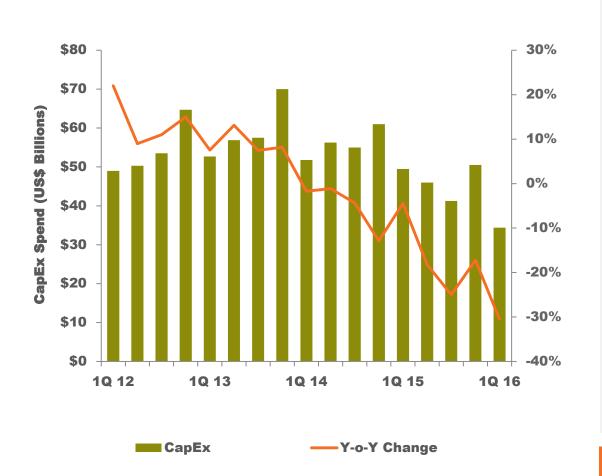
Situation improving, but uncertainty remains

Source: CapitalIQ, IEA.



Commitment to Oil

Big Oil CapEx



CapEx continues its decline

Seeking equilibrium between dividends and reinvestment

Big Oil continues to preserve cash flow

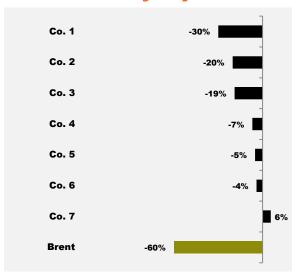
Source: BP, Energy Insights.



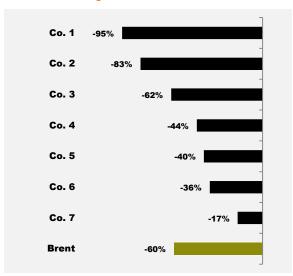
Crisis Leaving its Mark

Change in Market Cap Last Three Years

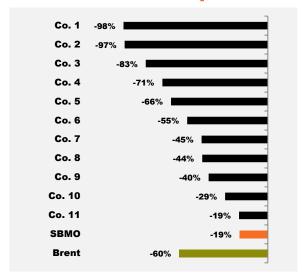
Industry Majors



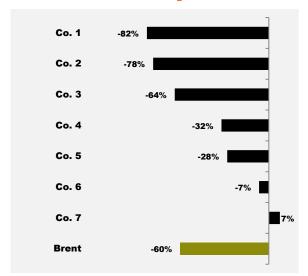
Independent Oil Co's



Oil Services Companies



Shale Players



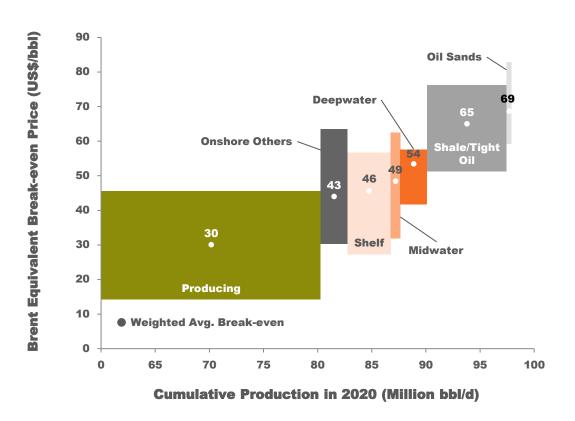
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Source: CapitalIQ, July 29, 2016.



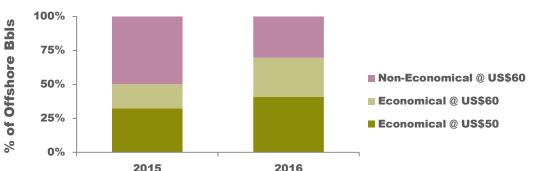
Field Development Economics

Global Liquid Cost Curve



Deepwater has a **lower break-even** than Shale/Tight
Oil

Development costs have decreased across the board



Deepwater must continue to **improve** to compete for **marginal CapEx**

Source: Rystad and Goldman Sachs.



Brazil Case Study



Efficiencies can be achieved through similar projects

Similar projects do not guarantee success – need competent contractors

A **six month delay** results in ~**US\$400 million** lower project NPV, equivalent to **25%** of FPSO project cost⁽¹⁾

Balance sheet concerns
 Cost overruns
 Schedule slip
 Performance reliability

Experienced contractors are able to deliver projects **on time**



Experience Matters

- Cidade de Maricá / Cidade de Saquarema benefited from significant learnings on Cidade de Ilhabela
 - 25% fewer man hours
 - 25% less time required to complete module integration
 - 12% decrease in overall time to deliver the project

Repeatability decreases cost, reduces man-hour intensity and improves time to delivery

Must **retain** expertise to capitalize on **experience**

Standardization leads
to lower costs and
improved project
economics



Today's Challenges

LOCAL CONTENT

















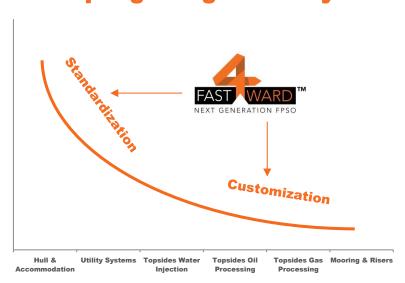




Ease of Standardization

The Fast4ward Solution

Adapting Design Maturity

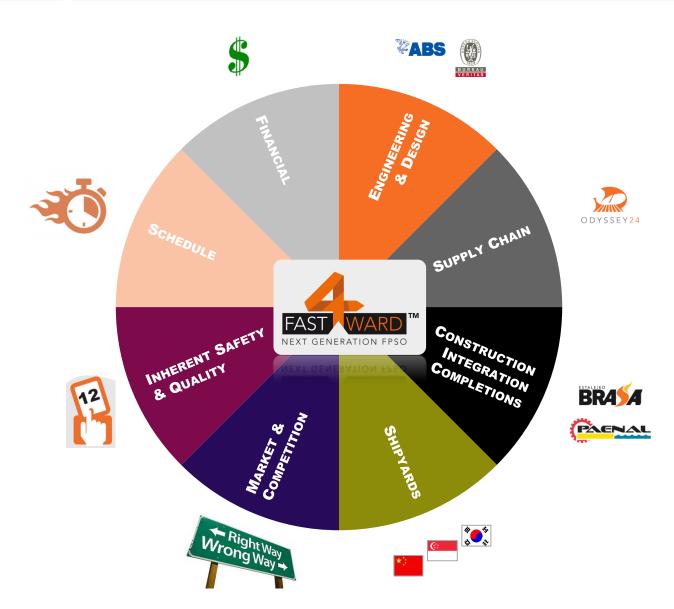




- Negotiations are on-going with shipyards
- Aim to have a signed agreement for one hull + options by YE16
 - US\$10 million of CapEx in 2016
 - US\$15 million of CapEx expected in 2017



Standardized & Customized Solution





Key Takeaways

Uncertainty remains; lack of final investment decisions

Transformation of **competitive landscape** across the industry

Deepwater economics must continue to improve

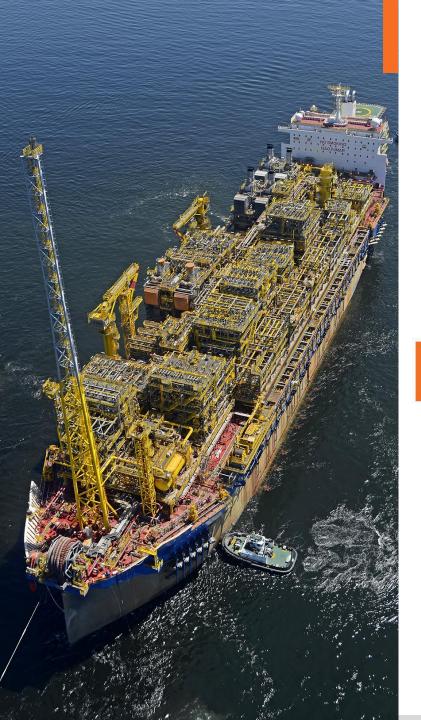
EXPERIENCE MATTERS

MACRO

- New FPSO projects face more challenges than ever before
- Customized standardization essential in capturing experience
- **Experienced contractors** deliver value

NVESTING IN OUR FUTURE

- Adapting to an affordable execution model ahead of plan
- Fast4ward addresses multiple industry challenges
- We are **investing in our people**; retaining experience



1H 2016 Review

Macro View

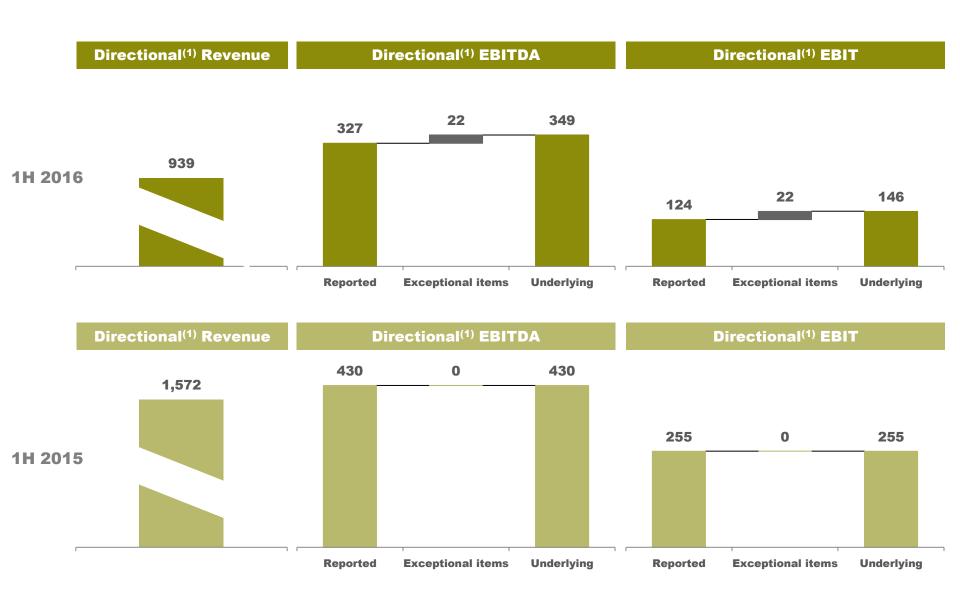


Outlook





Underlying Directional⁽¹⁾ **Performance**





Turnkey P&L (US\$ Millions)

	Directional ⁽¹⁾		
	1H 2015	1H 2016	Variance
Revenue	1,030	338	(692)
Gross Margin	282	98	(184)
Overheads	(79)	(68)	11
EBIT	171	2	(169)
Depreciation, amortization and impairment	(4)	(5)	1
EBITDA	175	6	(169)

Directional⁽¹⁾ Comments

Projects In	None
Projects Out	Cidade de Maricá
EBITDA	1H15: Includes contribution of <i>Turritella</i> construction on new partners and US\$(32) million of restructuring costs 1H16: Segment break-even following restructuring; includes US\$(31) million of restructuring costs
EBITDA Margin	1H15: 17.2% 1H16: 1.8%



Lease and Operate P&L

(US\$ Millions)

	Directional ⁽¹⁾		
	1H 2015	1H 2016	Variance
Revenue	542	600	58
Gross Margin	168	183	15
Overheads	(12)	(13)	(1)
EBIT	149	170	21
Depreciation, amortization and impairment	(167)	(198)	(31)
EBITDA	316	368	52

Directional⁽¹⁾ Comments

Vessels In	Cidade de Maricá and end 2015 Thunder Hawk tiebacks
Vessels Out	None
EBITDA	1H15: Includes US\$(11) million of restructuring costs 1H16: Contribution of new asset joining the fleet
EBITDA Margin	1H15: 58.5% 1H16: 61.3%



Group P&L (US\$ Millions)

	Directional ⁽¹⁾		
	1H 2015	1H 2016	Variance
Revenue	1,572	939	(633)
Gross Margin	450	281	(168)
Overheads	(150)	(106)	43
Other operating income / (expense)	(45)	(51)	(6)
EBIT	255	124	(131)
Depreciation, amortization and impairment	(175)	(203)	(28)
EBITDA	430	327	(103)
Net financing costs	(70)	(86)	(17)
Share of profit in associates	(4)	3	7
Income tax expense	(17)	(3)	14
Net Income attributable to shareholders	164	38	(126)

Directional⁽¹⁾ Comments

Overheads	Odyssey24 completion in 2015; Restructuring and cost discipline, see next slide
Other operating expense	1H15: Restructuring charges; 1H16: Restructuring charges and increased Brazil provision
Net financing cost	Cidade de Maricá on hire; 4.7% avg. cost of debt
Tax	1H15: 9% ETR; 1H16: 7% ETR



Cost Savings Ahead of Plan

Gross Cost

Group Employee Benefits

(Full-time employees, excluding contractors)



- Total announced expected savings of US\$150 million
- Expect to realize US\$270 million of employee gross cost savings
- The key drivers of additional gross cost savings are:
 - ~US\$80 million attributable to EUR/BRL/MYR to USD foreign exchange gain
 - ~US\$20 million savings from normal attrition
 - ~US\$20 million other additional cost savings measures

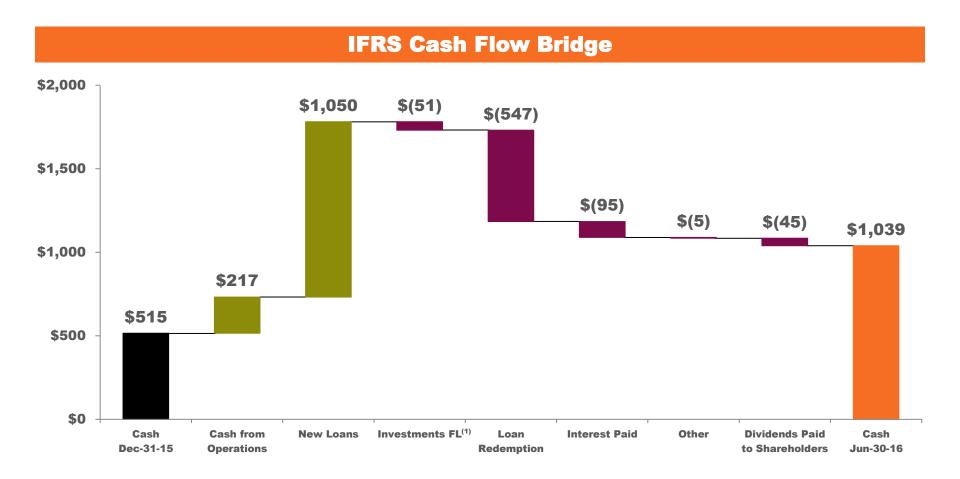


Group Balance Sheet

	Dec-31-15	Jun-30-16	Variance	Comment
Property, plant and equipment	1,686	1,577	(109)	Depreciation of assets
Investments in associates and other financial assets	4,052	5,742	1,690	Delivery of Maricá and net results of JVs
Construction contracts	4,336	2,768	(1,569)	Two FPSOs under construction and delivery of Maricá
Trade receivables and other assets	751	697	(55)	Payment from JV
Cash and cash equivalents	515	1,039	524	Separate slide
Total Assets	11,340	11,823	483	
Total equity ⁽¹⁾	3,464	3,372	(89)	Group & NCI results; offset by negative mark- to-market value of financial instruments
Loans and borrowings	5,722	6,266	544	Drawdown on Maricá / Saquarema and new financing on Turritella
Provisions	541	544	3	Increase in Brazil provision and restructuring, offset by decrease in warranty provision
Trade payables and other liabilities	1,280	1,130	(150)	Decrease of accruals/payables related to FPSOs under construction,
Derivatives Financial Instruments	332	511	179	Decrease of mark-to-market value of financial instruments
Total Equity and Liabilities	11,340	11,823	483	

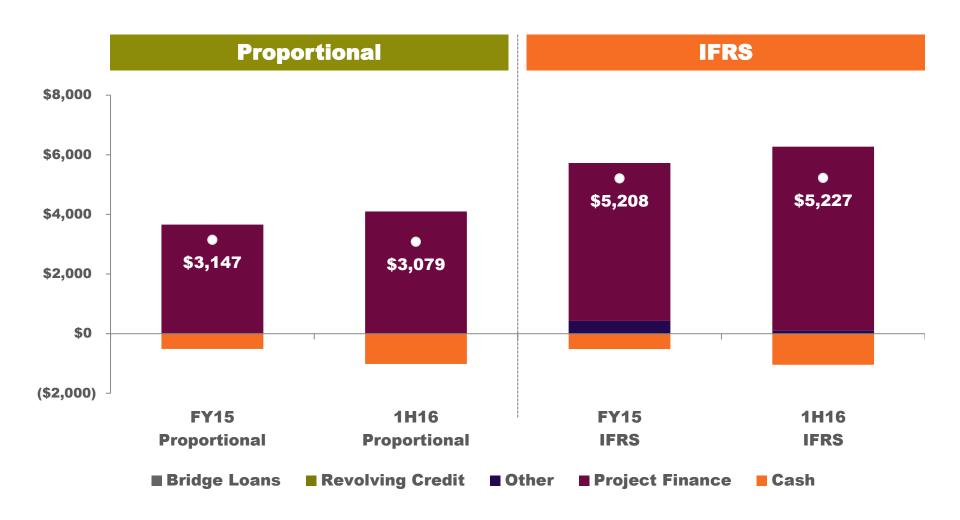


Development of Group Cash Position





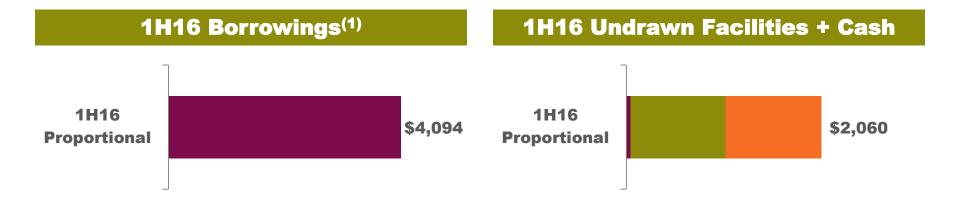
Group Net Debt



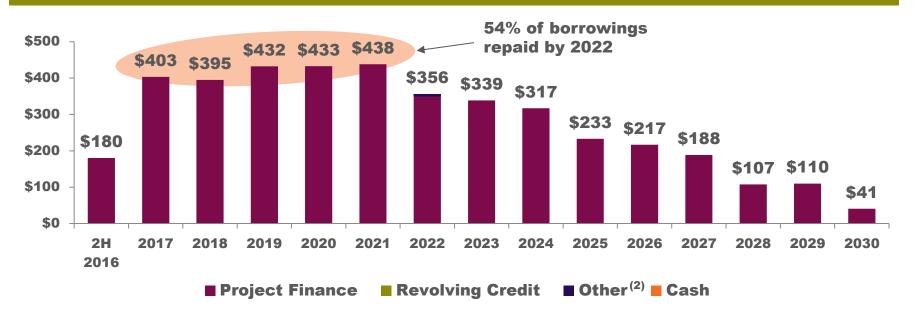


Group Proportional Borrowings Overview

(US\$ Millions)



Proportional Debt Repayment Profile(1)



⁽¹⁾ The difference between current borrowings and the debt repayment profile are attributable to capitalized transaction costs.

⁽²⁾ The revolving credit facility expires in 2022, but may be repaid any time prior with no penalty. As of June 30, 2016, there is nothing drawn on the facility.



Funding





1H 2016 Review

Macro View

1H 2016 Financials

Outlook





Scheduled for Delivery



- Producing and on hire as of February 7, 2016
- Initial charter contract of 20 years

- Producing and on hire as of July 8, 2016
- Initial charter contract of 20 years

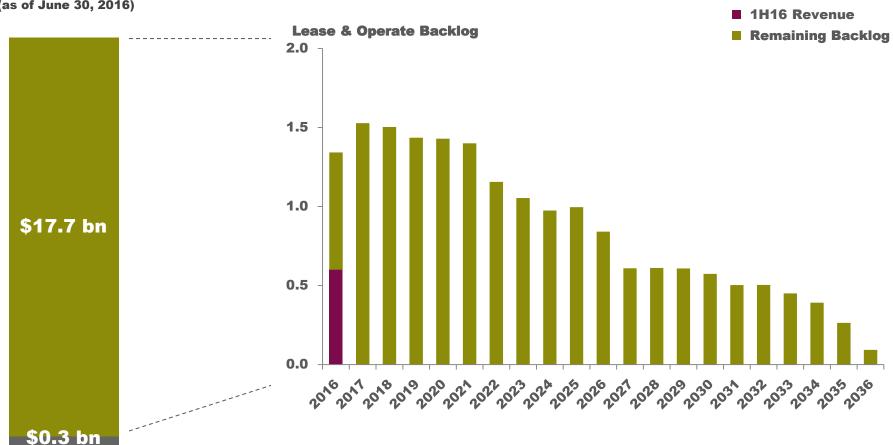
- Vessel in the U.S. Gulf of Mexico
- Ready for Start-Up expected August 2016
- Initial charter contract of 10 years, with extension options up to a total of 20 years



Directional⁽¹⁾ Backlog⁽²⁾

(US\$ Billions)





■ Lease & Operate

■ Turnkey

Average of 63% of L&O backlog represents operating cash flow⁽³⁾ L&O Average Portfolio Duration: 13.4 years⁽⁴⁾

⁽¹⁾ Directional view is a non-IFRS disclosure, which assumes all lease contracts are classified as operating leases and all vessel joint ventures are proportionally consolidated.

⁽²⁾ Backlog is the undiscounted revenue over the confirmed portion of the contract.

⁽³⁾ Upon completion of Generation 3 projects.

⁽⁴⁾ Does not reflect brownfield projects and FEED studies. Assumes the exercise of all lease extensions.



Cash Management

Commitments Options Share **Cash Dividend Debt Amortization** Repurchase **Settlement Payments Inorganic MLP** Growth **Investment in Our Future Build War** Internal Chest **Investment Working Capital Unwind Organic Deleveraging Reserves for Restricted Cash** Growth



Initiating Share Repurchase Program

- The Company plans to repurchase up to EUR 150 million of outstanding ordinary shares
- Executed under delegation provided by the Annual General Meeting of Shareholders of the Company held on April 6, 2016
 - Beginning August 11, 2016
 - Ending December 30, 2016 at the latest
- The repurchase is tax efficient as a consequence of the US\$45 million dividend paid on May 3, 2016
- Executed by a mandated third party, performed in compliance with the safe harbor provisions for share repurchases, and therefore transactions may be carried out during closed periods
- Weekly updates regarding the progress of the repurchase program will be made available on the Company's website, in accordance with European Market Abuse Regulation



Appointment of New CFO

- Douglas Wood nominated as new CFO
 - 45 years old, British, Oxford, Chartered Management Accountant (CIMA)
 - 23 years at Shell, extensive finance and oil & gas background
 - CFO of Showa Shell Shekiyu K.K. in Japan, listed in Tokyo
- Extraordinary General Meeting ("EGM") to be held on November 30, 2016 to appoint Mr. Wood as member of the Management Board
- Service contract details in EGM convocation
- Peter van Rossum to step down at EGM and retire in 2017



2016 Guidance

- Reiterate Directional⁽¹⁾ Revenue guidance: At least US\$2.0 billion
 - Turnkey: US\$0.6-0.7 billion
 - Lease & Operate: US\$1.3-1.4 billion
- Reiterate Directional⁽¹⁾ EBITDA guidance: Around US\$750 million
- Directional⁽¹⁾ Capital Expenditure⁽²⁾ guidance including the three finance lease vessels under construction:
 - Revised from ~US\$90 million to ~US\$70 million
 - US\$25 million spent in 1H 2016



Appendix





IFRS 10 & 11

Joint Ventures	Lease Contract Type	SBM Share %	Directional ⁽¹⁾	IFRS
FPSO N'Goma FPSO	FL	50%	Proportional	Equity
FPSO Saxi Batuque	FL	50%	Proportional	Equity
FPSO Mondo	FL	50%	Proportional	Equity
FPSO Cdde de Ilhabela	FL	62.25%	Proportional	Full consolidation
FPSO Cdde de Maricá	FL	56%	Proportional	Full consolidation
FPSO Aseng	FL	60%	Proportional	Full consolidation
FPSO Cdde de Paraty	FL	50.5%	Proportional	Full consolidation
FPSO Cidde de Saquarema	FL	56%	Proportional	Full consolidation
FPSO Turritella	FL	55%	Proportional	Full consolidation
FPSO Kikeh ⁽²⁾	FL	49%	Proportional	Equity
FPSO Capixaba	OL	80%	Proportional	Full consolidation
FPSO Espirito Santo	OL	51%	Proportional	Full consolidation
Yetagun ⁽³⁾	FL	75%	Proportional	Full consolidation
N'kossa II	OL	50%	Proportional	Equity

Note: Deep Panuke, Thunder Hawk and FPSOs *Cidade de Anchieta*, and *Marlim Sul* are fully owned by SBM and are therefore fully consolidated

⁽¹⁾ Directional view is a non-IFRS disclosure, which assumes all lease contracts are classified as operating leases and all vessel joint ventures are proportionally consolidated.

⁽²⁾ Kikeh lease classification changed from OL to FL effective 1Q14.

⁽³⁾ Yetagun lease classification changed from OL to FL effective 2Q15.



Group Loans & Borrowings

(US\$ Millions)

	Net Book Value as of June 30, 2016		
	Full Amount	IFRS	Proportional (Business Ownership)
PROJECT FINANCE FACILITIES DRAWN			
FPSO Capixaba relocation	\$ -	\$ -	\$ -
FPSO Espirito Santo	-	-	-
FPSO Aseng	-	-	-
FPSO Cidade de Paraty	758	758	383
MOPU Deep Panuke	354	354	354
FPSO Cidade de Anchieta	410	410	410
FPSO Cidade de Ilhabela	1,055	1,055	657
FPSO N'Goma FPSO	462	-	231
Normand Installer	53	_	27
OS Installer	98	_	25
US\$ GUARANTEED PROJECT FINANCE FACILITIES DRAWN			
FPSO Cidade de Maricá	1,435	1,435	804
FPSO Cidade de Saquarema	1,394	1,394	780
FPSO Turritella	766	766	422
REVOLVING CREDIT FACILITY			
Revolving credit facility	(4)	(4)	(4)
OTHER Other long-term debt	337	98	6
Net book value of loans and borrowings	\$ 7,120	\$ 6,266	\$ 4,094



Revolving Credit Facility

Key Characteristics		
Amount	US\$1.0 billion	
Tenor	6 years + one-year extensionDoor-to-door maturity of 7 years	
Accordion Option	SBM may request an increase of the Facility to US\$1.25 billion	
Opening Margin	70 bps vs. 125 bps applicable in late 2014 under the previous RCF	
Financial Ratios	 Previous definitions kept and slightly fine tuned, in line with previous IFRS standards excluding IFRS 10 & 11 Proportional reporting remains for the calculation of the ratios Holiday Covenant to accommodate lower EBITDA and the leverage peak in 2015 and 1H 2016 (not used todate) 	
Permitted Guarantees	Completion Guarantees including debt repayment guarantees up to US\$6.0 billion	

Covenant Calculations		
Solvency Ratio	Tangible Net Worth divided by Total Tangible Assets > 25%	
	Solvency Ratio = 1H16 32.7% vs. FY15 32.7%	
Leverage Ratio	Consolidated Net Borrowings divided by Adjusted EBITDA < 3.75	
	Leverage Ratio = 1H16 3.6 vs. FY15 3.7	
Interest Cover Ratio	Adjusted EBITDA divided by Net Interest Payable > 5.0	
	Interest Cover Ratio = 1H15 6.9 vs.FY15 7.1	

☑ All covenants are satisfied



Revised RCF Covenant Definitions

Key Financial Covenant	Definition
Solvency Ratio	■ Tangible Net Worth ⁽¹⁾ divided by Total Tangible Assets ⁽²⁾ > 25%
Leverage Ratio	 Consolidated Net Borrowings⁽³⁾ divided by Adjusted EBITDA⁽⁴⁾ <3.75x at June 30, 2016 <4.25x at December 31, 2016 <4.50x at June 30, 2017 <4.25x at December 31, 2017 <3.75x thereafter At the request of the Company, the leverage ratio may be replaced by the Operating Net Leverage Ratio which is defined as Consolidated Net Operating Borrowings⁽⁵⁾ divided by Adjusted EBITDA⁽⁴⁾ < 2.75 This only applies to the period starting from June 30, 2015 to June 30, 2016
Interest Cover Ratio	Adjusted EBITDA ⁽⁴⁾ divided by Net Interest Payable ⁽⁶⁾ > 5.0 at June 30, 2016 and > 4.0 thereafter

- (1) Total Equity (including non-controlling interests) of SBM Offshore N.V. in accordance with IFRS excluding the mark to market valuation of currency and interest derivatives undertaken for hedging purposes by SBM Offshore N.V. through Other Comprehensive Income.
- (2) SBM Offshore N.V's total assets (excluding intangible assets) in accordance with IFRS Consolidated Statement of Financial position less the mark to market valuation of currency and interest derivatives undertaken for hedging purposes by SBM Offshore N.V. and included as consolidated total assets in the consolidated financial statements.
- (3) Outstanding principal amount of any moneys borrowed or element of indebtedness (excluding money borrowed from partners in joint ventures) aggregated on a proportional basis for the Company's share of interest less the consolidated cash and cash equivalents available.
- (4) Consolidated earnings before interest, tax and depreciation of assets and impairments of SBM Offshore N.V. in accordance with IFRS except for all lease and operate joint ventures being then proportionally consolidated, adjusted for any exceptional or extraordinary items, and by adding back the capital portion of any finance lease received by SBM Offshore N.V. during the period.
- (5) Consolidated Net Borrowings adjusted by deducting the moneys borrowed or any element of indebtedness allocated to any project during its construction on a proportional basis for the Company's share of interest.
- (6) All interest and other financing charges paid up, payable (other than capitalised interest during a construction period and interest paid or payable between wholly owned members of SBM Offshore N.V.) by SBM Offshore N.V. less all interest and other financing charges received or receivable by SBM Offshore N.V., as per IFRS and on a proportional basis for the Company's share of interests in all lease and operate joint ventures.



Floating Solutions

Current: Focus on top-end segment

- FPSOs
- Turret moorings
- Turnkey Sale or Lease & Operate



Future: Leverage core competencies

- Floating LNG (FLNG)
- Semisubmersible & TLP production units
- Brownfields; Operating and Maintenance

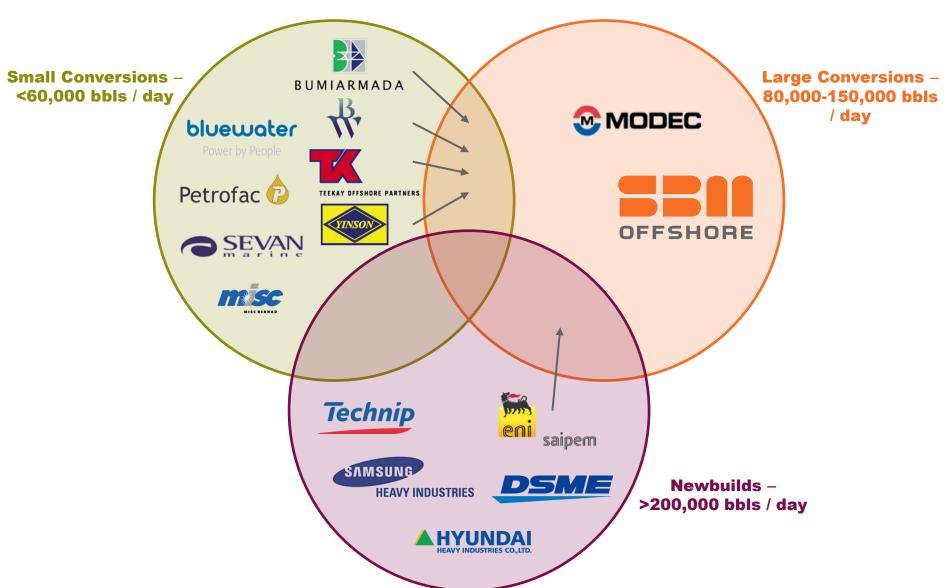








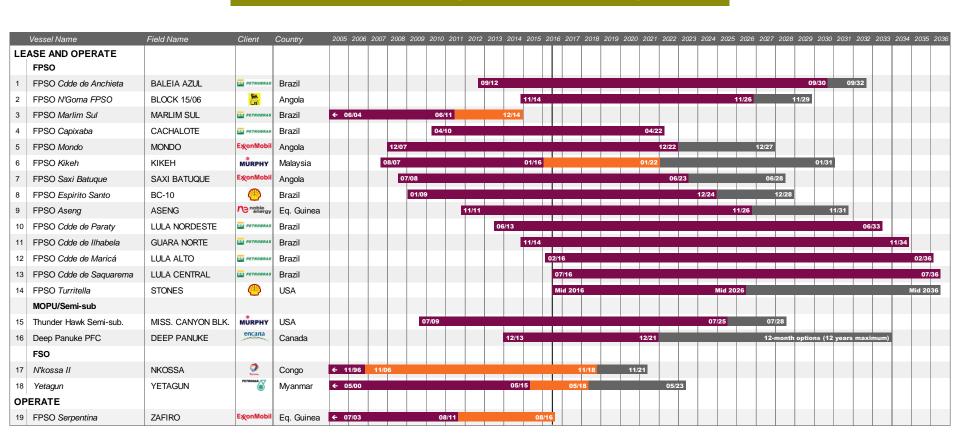
Competitive Landscape





SBM Lease Portfolio

L&O Portfolio Average Duration: 13.4 years⁽¹⁾



Initial Lease Period

Confirmed Extension

Contractual Extension Option



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