



EXPERIENCE **MATTERS**

2016

ANNUAL REPORT

5.5.7 REVENUE

The revenue comprises management fees charged to 100% owned group companies.

5.5.8 GENERAL AND ADMINISTRATIVE EXPENSES

	2016	2015
Employee Benefits	(22)	(27)
Other costs	(5)	(4)
Total	(27)	(31)

The employee benefits include the Management Board remuneration, and recharge of other personnel costs at the headquarter, as well as share based payments (IFRS 2 costs) for the entire group. For further details on the Board of Management remuneration, reference is made to section 5.3.6 Employee Benefit Expenses.

The other costs include amongst others audit fees, legal, compliance, corporate governance and investor relation costs. For the audit fees reference is made to section 5.3.34 Auditor's Fees and Services.

5.5.9 FINANCIAL EXPENSES

The financial expenses relate to interest expenses charged by group companies to SBM Offshore N.V.

5.5.10 INCOME TAX

The income tax relates to variance on valuation allowances on deferred tax asset position recognized on the preceding years within the Dutch fiscal unity after settlements of tax positions between the Dutch group companies belonging to the fiscal unity. All tax liabilities and tax assets are transferred to fiscal unity parent.

5.5.11 COMMITMENTS AND CONTINGENCIES

The Company has issued performance guarantees for contractual obligations to complete and deliver projects in respect of several Group companies, and fulfilment of obligations with respect to long-term lease/operate contracts. Furthermore, the Company has issued parent company guarantees in respect of several Group companies' financing arrangements.

The Company is head of a fiscal unity for current income tax in which almost all Dutch Group companies are included. Current income tax liabilities of Dutch Group companies are settled via intercompany current accounts to the Company. This means that these companies are jointly and severally liable in respect of the fiscal unity as a whole.

5.5.12 DIRECTORS' REMUNERATION

For further details on the Directors' remuneration, reference is made to section 5.3.6 Employee Benefit Expenses of the consolidated financial statements.

5.5.13 NUMBER OF EMPLOYEES

The Company has no employee, excluding members of the Management Board.

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5.5.14 AUDIT FEES

For the audit fees relating to the procedures applied to the Company and its consolidated group entities by accounting firms and external auditors, reference is made to paragraph 5.3.34 Auditor's Fees and Services of the consolidated financial statements.

5.5.15 EVENTS AFTER THE BALANCE SHEET DATE

In accordance with the Company policy introduced in 2015 which consists of paying out between 25% and 35% of the directional net income provided that positive free cash-flows are expected to be generated during the year of payment, and, this year, considering 2016 exceptional non-recurring items, a dividend out of 2016 net income of US\$ 0.23 per share will be proposed to the Annual General Meeting on April 13, 2017, corresponding to approximately 31% of the US\$ 150 million Company's 2016 Directional net income adjusted, this year, for non-recurring items.

Schiphol, the Netherlands
February 8, 2017

Management Board

B.Y.R. Chabas, Chief Executive Officer
P. Barril, Chief Operating Officer
E. Lagendijk, Chief Governance and Compliance Officer
D.H.M. Wood, Chief Financial Officer

Supervisory Board

F.J.G.M. Cremers, Chairman
T.M.E. Ehret, Vice-Chairman
L.A. Armstrong
F.G.H. Deckers
F.R. Gugen
S. Hepkema
L.B.L.E. Mulliez
C.D. Richard