



Important Notice
The Depository Trust Company

B #:	5708-17
Date:	April 24, 2017
To:	All Participants
Category:	Dividends
From:	International Services
Attention:	Operations, Reorg & Dividend Managers, Partners & Cashiers
Subject:	Country: The Netherlands SBM OFFSHORE N.V. CUSIP: 78404D109 Record Date: 04/20/2017 Payable Date: 05/31/2017 CA Web Cut-Off Date: 06/09/2017 8.00 PM (ET)

Participants can use DTC's Corporate Actions Web (CA Web) service to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult TaxInfo respectively before certifying their instructions over the CA Web.

Important: Prior to certifying tax withholding instructions, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TaxInfo on the CA Web.

Questions regarding this Important Notice may be directed to GlobeTax 212-747-9100.

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

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Non-Confidential



SBM OFFSHORE N.V. has announced a cash dividend. Deutsche Bank Trust Company Americas acts as the Depository for the company’s American Depositary Receipt (“ADR”) program.

Participants can use DTC’s Corporate Actions Web (CA Web) instructions tab to certify all or a portion of their position entitled to the applicable withholding tax rate. Use of these instruction methods will permit entitlement amounts to be paid through DTC.

On ADR pay date, all beneficial owners will receive this dividend net of the full Netherlands statutory rate with the possibility to obtain a post-pay date refund as outlined in the below Eligibility Matrix.

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DIVIDEND EVENT DETAILS	
COUNTRY OF ISSUANCE	NETHERLANDS
ISSUE	SBM OFFSHORE N.V.
CUSIP#	78404D109
UNDERLYING ISIN	NL0000360618
DEPOSITARY	MULTIPLE
ADR RECORD DATE	April 20, 2017
ORD PAY DATE	May 12, 2017
ADR PAY DATE	May 31, 2017
RATIO (DR to ORD)	1 ADR : 1 ORD
ORD RATE	TBA
STATUTORY WITHHOLDING RATE	15%
xBRL™	N/A

FEES & DEADLINES


FILING METHOD	BATCH	PAYMENT METHOD	TAX RELIEF FEE	MINIMUM FEE PER BENEFICIAL OWNER	FINAL SUBMISSION DEADLINE (ESP)
QUICK REFUND	PRIMARY LONG FORM BATCH	VIA DTC	UP TO \$0.01 PER ADR	\$0.00	JUNE 9, 2017
LONG FORM	POST-CA WEB PROCESS; ONGOING	VIA CHECK OR ACH	UP TO \$0.01 PER ADR	\$0.00	OCTOBER 31, 2022 (8PM)

ELIGIBILITY MATRIX – QUICK REFUND/LONG FORM

RATE DESCRIPTION	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED	SIGNATURE REQUIRED
UNFAVORABLE 15%	0%	NON-TREATY COUNTRIES	NONE	N/A
FAVORABLE 10% POST PAY DATE	5%	BAHRAIN, CHINA, HONG KONG, INDONESIA, KUWAIT, OMAN, PORTUGAL, QATAR, SAUDI ARABIA, SLOVAK REPUBLIC, SOUTH AFRICA, TAIWAN, UNITED ARAB EMIRATES, VENEZUELA	<ol style="list-style-type: none"> ESP SUBMISSION OR COVER LETTER (EXHIBIT A) CERTIFIED IB 92 UNIVERSEEL 	<ol style="list-style-type: none"> YES – DTC PARTICIPANT YES – BENEFICIAL OWNER & MUST BEAR THE STAMP OF LOCAL TAX AUTHORITY
FAVORABLE 10% POST PAY DATE	5%	GHANA, JAPAN, UNITED KINGDOM	<ol style="list-style-type: none"> ESP SUBMISSION OR COVER LETTER (EXHIBIT A) CERTIFIED IB 93 UNIVERSEEL 	<ol style="list-style-type: none"> YES – DTC PARTICIPANT YES – BENEFICIAL OWNER & MUST BEAR THE STAMP OF LOCAL TAX AUTHORITY
EXEMPT 0% POST PAY DATE	15%	U.S. ARTICLE 36 - CHARITIES under 501(c)(3), 509(a)(1), 509(a)(2), 509(a)(3), 17-(b)	<ol style="list-style-type: none"> ESP SUBMISSION OR COVER LETTER (EXHIBIT A) 	<ol style="list-style-type: none"> YES – DTC PARTICIPANT
EXEMPT 0% POST PAY DATE	15%	U.S. ARTICLE 35 - PENSIONS and IRAs under 401(a), 401(k), 457(b), 403(b), 408, 408(a)	<ol style="list-style-type: none"> ESP SUBMISSION OR COVER LETTER (EXHIBIT A) 	<ol style="list-style-type: none"> YES – DTC PARTICIPANT
EXEMPT 0% (FOREIGN TAX EXEMPT) POST PAY DATE	15%	ANY ENTITY DOMICILED IN A COUNTRY IN WHICH IT IS NOT SUBJECT TO TAX ON PROFITS, AS LONG AS THAT STATE HAS AN EXCHANGE OF TAX INFORMATION AGREEMENT IN PLACE WITH THE NETHERLANDS, & THAT ENTITY WOULD NOT BE SUBJECT TO PROFITS TAX IN THE NETHERLANDS IF IT WERE BASED THEREIN.	<ol style="list-style-type: none"> ESP SUBMISSION WITH APPROVED E-CODE OR COVER LETTER (EXHIBIT A) DIV 16 FORM CERTIFICATE OF RESIDENCY (COR) ARTICLES OF ASSOCIATION 	<ol style="list-style-type: none"> YES – DTC PARTICIPANT YES – BENEFICIAL OWNER N/A N/A

DESCRIPTION OF VARIOUS DOCUMENTATION	
DOCUMENT NAME	DESCRIPTION
APPENDIX A (COVER LETTER)	A listing of the beneficial owner's details, taxpayer id numbers, number of ADRS, and entity type (charity or pension). The cover letter is provided to Deutsche Bank Trust Company Americas by the participant, either through ESP submission or through traditional hard copy reclaim cover letter.
IB 92 UNIVERSEEL	Dutch tax form required for any beneficial owner, domiciled in non-remittance-based jurisdictions, attempting to reclaim the 5% entitlement; this form must be certified by the beneficial owner's local tax office.
IB 93 UNIVERSEEL	Dutch tax form required for any beneficial owner, domiciled in remittance-based jurisdictions, attempting to reclaim the 5% entitlement; this form must be certified by the beneficial owner's local tax office.
IRS FORM 6166	https://www.irs.gov/individuals/international-taxpayers/form-6166-certification-of-us-tax-residency
DIV 16	This form is used to apply for a refund for foreign bodies not subject to any tax on profits (see eligibility matrix)
ARTICLES OF ASSOCIATION	A document specifying the regulations for the operations of a legal entity. The articles of association define the entity's purpose, organizational structure, and how financial records are maintained.
APPROVED E-CODE	Seven (7) digit Electronic filing code received from the Dutch tax authorities— proof showing approval from Dutch tax authority ("DTA") must be submitted.

CONTACT DETAILS	
PRIMARY CONTACT	TONY OYUNBAZAR
DOMESTIC PHONE (U.S.)	1-800-915-3536
DOMESTIC FAX (U.S.)	1-800-985-3536
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COMPANY	GLOBETAX SERVICES INC.
STREET ADDRESS	ONE NEW YORK PLAZA, 34 TH FLOOR
CITY/STATE/ZIP	NEW YORK, NY 10004
ADDITIONAL CONTACTS	SHERELLE ISAACS


powered by **GLOBETAX**

Deutsche Bank offers ESP powered by GlobeTax, an electronic withholding tax submission system. This system allows for the secure and simplified transfer of beneficial owner level data from the Participant to Deutsche Bank and creates applicable documentation on the Participants behalf. Submit the data online through the web site below, print out the document on letterhead, sign, and mail to Deutsche Bank / GlobeTax.

These claims should be submitted through the following web site. (Requires a one-time registration)

<https://ESP.GlobeTax.com>

Please contact support@globetax.com at 212-747-9100 if you have any questions about this process.

FREQUENTLY ASKED QUESTIONS (FAQs)

GENERAL QUESTIONS

<p>WILL I RECEIVE A DECLARATION IN LIEU OF DIVIDEND NOTE (“DLD” or “CERT”) FOR MY ARTICLE 35 PENSIONS OR ARTICLE 36 CHARITIES?</p>	<p>NO, ALL DECLARATION IN LIEU OF DIVIDEND NOTES ARE MAINTAINED BY THE DEPOSITARY, TO BE RELEASED ONLY UPON WRITTEN REQUEST BY THE PARTICIPANT.</p>
<p>AM I REQUIRED TO FILE THROUGH ESP?</p>	<p>NO, YOU MAY SUBMIT A TRADITIONAL CLAIM THROUGH STANDARD MAIL IF YOU CANNOT SUBMIT CLIENT DATA THROUGH ESP. WE STRONGLY SUGGEST LOGGING IN TO ESP TO DOWNLOAD THE TEMPLATE PROVIDED WHEN PREPARING YOUR CLAIM, REGARDLESS OF YOUR ULTIMATE SUBMISSION METHOD.</p>
<p>IS THERE ANY CASE IN WHICH A U.S. RESIDENT 401(a), 401(K), 457(b), 403(b), IRA, ROTH IRA, EMPLOYEE PENSION PLAN OR SIMPLE RETIREMENT ACCOUNT WOULD NOT QUALIFY FOR TREATY BENEFITS UNDER ARTICLE 35 OF THE TREATY BETWEEN THE U.S. AND THE NETHERLANDS FOR THE AVOIDANCE OF DOUBLE TAXATION?</p>	<p>YES, FOR INSTANCE, THESE ACCOUNT TYPES WILL NOT BE CONSIDERED ELIGIBLE FOR TREATY BENEFITS UNDER ARTICLE 35 OF THE TREATY BETWEEN THE U.S. AND THE NETHERLANDS FOR THE AVOIDANCE OF DOUBLE TAXATION IN ANY TAXABLE YEAR IF LESS THAN 70% OF THE TOTAL AMOUNT OF WITHDRAWALS FROM SUCH U.S. TRUST DURING THAT YEAR IS USED TO PROVIDE PENSION, RETIREMENT OR OTHER EMPLOYEE BENEFITS AS MEANT IN ARTICLE 35 OF THE ABOVE MENTIONED TREATY.</p>
<p>WILL DEUTSCHE BANK TRUST COMPANY AMERICAS ACCEPT CLAIMS FILED DIRECTLY TO THEM BY BENEFICIAL OWNERS?</p>	<p>DEUTSCHE BANK TRUST COMPANY AMERICAS ONLY ACCEPTS CLAIMS FILED BY THE DTC PARTICIPANT WHO HELD THE SECURITIES THROUGH DTC AND ONLY TO THE EXTENT THAT DTC HAS REPORTED THESE HOLDINGS TO US AS VALID.</p>
<p>HOW CAN I OBTAIN AN APPROVED ELECTRONIC FILING CODE?</p>	<p>TO OBTAIN AN APPROVED E-CODE FOR A FOREIGN EXEMPT BENEFICIAL OWNER HARD COPY DOCUMENTATION (TYPICALLY DIV 16 APPLICATION FORM) MUST BE SENT TO THE DUTCH TAX AUTHORITIES (“DTA”). THE DOCUMENTATION IS REVIEWED AND THE BENEFICIAL OWNER IS JUDGED BY THE DTA.</p>
<p>IF I HAVE AN ELECTRONIC FILING CODE, IS THE BENEFICIAL OWNER APPROVED?</p>	<p>NO, THE DTA ISSUES E-CODES TO ALL BENEFICIAL OWNERS THAT THEY JUDGE. IF YOU WOULD LIKE TO KNOW IF AN E-CODE IS APPROVED PLEASE CONTACT GLOBETAX WITH THE BENEFICIAL OWNER'S NAME AND ADDRESS.</p>
<p>IS THERE A POSSIBILITY OF AUDIT BY THE LOCAL TAX AUTHORITY?</p>	<p>YES, THE DTA RESERVES THE RIGHT TO REQUEST FURTHER INFORMATION AND DOCUMENTATION REGARDING SUBMITTED CLAIMS.</p>

QUICK REFUND QUESTIONS

<p>ONCE I SUBMIT A QUICK REFUND CLAIM VIA ESP, HOW LONG WILL IT TAKE TO BE PAID?</p>	<p>WE ESTIMATE PAYMENT WITHIN APPROXIMATELY 8 TO 10 WEEKS OF PAY DATE..</p>
<p>WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE QUICK REFUND PROCESS?</p>	<p>YES.</p>
<p>DO I NEED TO PHYSICALLY SEND ANY DOCUMENTS TO DEUTSCHE BANK TRUST COMPANY AMERICAS IN ORDER TO PARTICIPATE IN THE QUICK REFUND PROCESS?</p>	<p>ARTICLE 35 U.S. PENSION & IRAS, ARTICLE 36 U.S. CHARITABLE ENTITIES, AND FOREIGN EXEMPT ENTITIES WITH APPROVED E-CODES MUST ONLY PROVIDE THE BENEFICIAL OWNER BREAKDOWN VIA ESP.</p> <p>NON-U.S. ENTITIES WITHOUT AN APPROVED E-CODE MUST PROVIDE A COVER LETTER, THE TAX FORM DIV 16, COR, AND THE ARTICLES OF ASSOCIATION AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p> <p>ENTITIES CLAIMING THE FAVORABLE RATE MUST PROVIDE THE BENEFICIAL OWNER BREAKDOWN VIA ESP AND THE CERTIFIED IB92 OR IB93 AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p>
<p>DOES THE QUICK REFUND PROCESS HAVE A MINIMUM POSITION PER BENEFICIAL OWNER REQUIREMENT?</p>	<p>ANY CLAIM FOR BENEFICIAL OWNERS HOLDING LESS THAN 5,000 ADRS WILL BE AUTOMATICALLY HELD AND SUBSEQUENTLY FILED VIA THE TRADITIONAL LONG FORM PROCESS.</p>
<p>IS THE QUICK REFUND PROCESS FREE OF CHARGE?</p>	<p>NO. THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY. QUICK REFUND APPLICATIONS RECEIVED POST DEADLINE WILL BE REJECTED. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.01 PER ADR, AND ANY OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO DEUTSCHE BANK TRUST COMPANY AMERICAS OR ITS AGENTS, INCLUDING THE TAX AUTHORITIES OR REGULATORS. FEES PAID TO DEUTSCHE BANK TRUST COMPANY AMERICAS MAY BE SHARED WITH ITS AGENTS.</p>
<p>IS THE QUICK REFUND PROCESS FOR TAX RELIEF OFFERED BY DEUTSCHE BANK TRUST COMPANY AMERICAS AN OPTIONAL PROCESS?</p>	<p>YES, THIS IS A DISCRETIONARY, OPTIONAL SERVICE.</p>

LONG FORM QUESTIONS

<p>HOW LONG DOES IT TAKE FOR PAYMENT ON LONG FORM CLAIMS?</p>	<p>APPROXIMATELY 4-6 MONTHS.</p>
<p>WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE LONG FORM PROCESS?</p>	<p>NO, YOU WILL BE PAID BY CHECK.</p>
<p>DO I NEED TO PHYSICALLY SEND ANY DOCUMENTS TO DEUTSCHE BANK TRUST COMPANY AMERICAS IN ORDER TO PARTICIPATE IN THE QUICK REFUND PROCESS?</p>	<p>ARTICLE 35 U.S. PENSION & IRAS, ARTICLE 36 U.S. CHARITABLE ENTITIES, AND FOREIGN EXEMPT ENTITIES WITH APPROVED E-CODES MUST ONLY PROVIDE THE BENEFICIAL OWNER BREAKDOWN VIA ESP.</p> <p>NON-U.S. ENTITIES WITHOUT AN APPROVED E-CODE MUST PROVIDE A COVER LETTER, THE TAX FORM DIV 16, COR, AND THE ARTICLES OF ASSOCIATION AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p> <p>ENTITIES CLAIMING THE FAVORABLE RATE MUST PROVIDE THE BENEFICIAL OWNER BREAKDOWN VIA ESP AND THE CERTIFIED IB92 OR IB93 AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p>
<p>DOES THE LONG FORM PROCESS HAVE A MINIMUM POSITION REQUIREMENT PER BENEFICIAL OWNER? WHAT WILL THE FEE BE IF A BENEFICIAL OWNER'S CLAIM IS FOR LESS THAN \$50?</p>	<p>NO, ALL CLAIMS WILL BE PROCESSED THOUGH THERE IS A MINIMUM FEE OF \$25 PER BENEFICIAL OWNER. DEUTSCHE BANK TRUST COMPANY AMERICAS WAIVES THE \$25 MINIMUM ON AN EXCEPTIONAL BASIS IN FAVOR OF A SPLIT OF THE RECLAIMED FUNDS (50/50) FOR ANY BENEFICIAL OWNER RECLAIMING LESS THAN \$50.</p>
<p>IS THE LONG FORM PROCESS FREE OF CHARGE?</p>	<p>NO. THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.01 PER ADR. RECLAIMS RECEIVED POST DEADLINE CANNOT BE ASSURED AND MAY BE SUBJECT TO A PER BENEFICIARY FEE AS WELL AS OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO DEUTSCHE BANK TRUST COMPANY AMERICAS OR ITS AGENTS, INCLUDING THE TAX AUTHORITIES. IN ADDITION, CHARGES MAY APPLY TO ANY LONG FORM CLAIMS REJECTED OR NOT ACCEPTED BY THE TAX AUTHORITY. FEES PAID TO DEUTSCHE BANK TRUST COMPANY AMERICAS MAY BE SHARED WITH ITS AGENTS.</p>
<p>IS THIS LONG FORM PROCESS FOR TAX RELIEF OFFERED BY DEUTSCHE BANK TRUST COMPANY AMERICAS AN OPTIONAL PROCESS?</p>	<p>YES, THIS IS A DISCRETIONARY, OPTIONAL SERVICE.</p>

FORMS AND ATTACHMENTS

**Double click on respective icon to view attachment.*

APPENDIX A – COVER LETTER

***For Non-ESP users ONLY*



APPENDIX A
fillable.pdf

APPENDIX A – EXCEL BREAKDOWN

***For Non-ESP users ONLY*



Microsoft Excel
Worksheet