

Subsea 7 S.A. 412F, Route d'Esch L-2086 Luxembourg www.subsea7.com

17 March 2020

Dear Shareholders,

On Tuesday 7 April 2020, the Annual General Meeting (the "AGM") of the Shareholders of Subsea 7 S.A., (the "Company"), RCS Luxembourg N° B43172, will be held at the registered office of the Company, 412F, route d'Esch, L-2086 Luxembourg, at 15:00 hours (local time).

Due to the fact that the Company is incorporated in Luxembourg as a *Société Anonyme*, the Company's affairs are governed by the provisions of Luxembourg Company Law. Under these provisions and the provisions of the Company's Articles of Incorporation, the AGM will be restricted to the matters set out in the enclosed Notice.

Matters to be considered at the AGM

At the AGM, shareholders will be asked to approve the Group's Annual Report and consolidated financial statements, the Company's annual accounts, discharge the Directors from their duties for the financial year and approve the statutory auditor's appointment.

In addition, this year's AGM agenda includes three items with respect to the election to the Board of Directors of three directors standing for re-election, Mr Jean Cahuzac, Mr Niels Kirk and Mr David Mullen. The biographies of the relevant directors are attached to this letter in an Appendix.

Quorum and Majority

At the AGM, since under Luxembourg law there is no minimum quorum requirement, decisions taken shall be valid regardless of the number of shares represented, provided there is approval by the majority of the votes of the shareholders validly cast.

General Matters

Holders of Common Shares and American Depositary Receipts on record at the close of business on 4 March 2020 will be entitled to vote at the AGM. The deadline for submission of votes for holders of American Depositary Shares is 26 March 2020 and for holders of Common Shares is 2 April 2020.

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Enclosed with this mailing are the Notice of Annual General Meeting and Proxy Cards. The 2019 statutory and consolidated financial statements of Subsea 7 S.A. including the Report of the Board of Directors and Authorised Statutory Auditor's Reports are available on the Company's website at: www.subsea7.com.

If you want to cast your vote at the AGM, please promptly sign, date and return the enclosed Proxy Cards to ensure that it will be received in time.

If you require further information or clarification on the above, please contact our Investor Relations team at ir@subsea7.com.

The Company's Board of Directors recommends that you vote in favour of all proposals to be considered at the AGM.

Yours sincerely

Mr. Kristian Siem

Kristian Min

Chairman

Appendix 2020 Annual General Meeting Director Biographies

Jean Cahuzac, 1954

Director

Skills and experience: Mr Cahuzac has wide multi-country technical, commercial and general management experience in senior executive roles in the oil and gas services sector spanning a period of 40 years. He was appointed Chief Executive Officer of Acergy S.A. in 2008 and in 2011, post merger, became the Chief Executive Officer of Subsea 7 S.A., a position he held until his retirement in December 2019. Mr Cahuzac was Chief Operating Officer and then President at Transocean from 2000 to 2008. He worked at Schlumberger from 1979 to 1999 in various field management positions and then as President of Sedco-Forex. He holds a Master's degree in Engineering from École des Mines de St-Étienne and is a graduate of the French Petroleum Institute in Paris.

Appointment: Mr Cahuzac was appointed a Director from May 2008 (then named Acergy S.A.).

External appointments: Mr Cahuzac is a member of the Supervisory Board of Société Phocéenne de Participations.

Committee Membership: None.

Nationality: Mr Cahuzac is a French citizen.

Niels Kirk, 1962

Director

Skills and experience: Mr Kirk brings to the role over 35 years of international corporate and structured finance experience with extensive knowledge of the global energy, power and resource sectors at executive level. He worked at Citibank for over 25 years where his most recent appointment was Chairman & Managing Director of Energy & Natural Resources in Europe, the Middle East and Africa until 2018. Prior to Citibank, he worked at Banque Paribas for five years. Mr Kirk is a member of the Advisory Council of Advanced Power, which develops, acquires, owns and manages power generation and related infrastructure projects in Europe and North America. He holds an MBA in Finance and International Business from the Stern School at New York University.

Appointment: Mr Kirk was appointed a Non-Executive Director from April 2018.

External appointments: Mr Kirk has no other external appointments with public companies.

Committee Membership: Mr Kirk is a member of the Audit Committee and a member of the Compensation Committee.

Nationality: Mr Kirk is an American and British citizen.



David Mullen, 1958

Director

Skills and experience: Mr Mullen brings over 30 years' experience in the oil services business. He has previously held the position of CEO at two other companies in the subsea industry, Wellstream Holdings PLC and Ocean Rig ASA. Prior to these appointments he was Senior Vice President of Global Marketing, Business Development and M&A at Transocean from 2005 to 2008. Mr Mullen also had a 23-year career at Schlumberger, including as President of Oilfield Services for North and South America. He holds a Bachelor of Arts degree in Geology and Physics from Trinity College, Dublin, and a MSc degree in Geophysics from the National University of Ireland.

Appointment: Mr Mullen was appointed a Non-Executive Director from April 2018.

External appointments: Mr Mullen is CEO and Director of Shelf Drilling Limited.

Committee Membership: Mr Mullen is a member of the Corporate Governance and Nominations Committee.

Nationality: Mr Mullen is an Irish citizen.



Subsea 7 S.A 412F, Route d-Esch L-2086 Luxembourg

www.subsea7.com

CONVENING NOTICE of the ANNUAL GENERAL MEETING of SHAREHOLDERS of SUBSEA 7 S.A.

to be held on 7 April 2020

Dear Shareholders,

You are hereby convened to the Annual General Meeting (the "AGM") of the Shareholders of Subsea 7 S.A. (the "Company"), RCS Luxembourg N° B43172, having its registered office at 412F, route d'Esch, L-2086 Luxembourg, to be held at its registered office on 7 April 2020 at 15:00 hours (local time).

AGENDA FOR THE AGM OF SUBSEA 7 S.A.

- (1) To consider (i) the management report of the Board of Directors of the Company in respect of the statutory and consolidated financial statements of the Company and (ii) the reports of Ernst & Young S.A., Luxembourg, authorised statutory auditor ("réviseur d'entreprises agréé") on the statutory financial statements and the consolidated financial statements of the Company, for the financial year ended 31 December 2019, as published on 6 March 2020, which are available on the Company's website at www.subsea7.com.
- (2) To approve the statutory financial statements of the Company for the financial year ended 31 December 2019, as published on 6 March 2020, which are available on the Company's website at www.subsea7.com.
- (3) To approve the consolidated financial statements of the Company for the financial year ended 31 December 2019, as published on 6 March 2020, which are available on the Company's website at www.subsea7.com.
- (4) To approve the allocation of results of the Company for the fiscal year ended 31 December 2019, as recommended by the Board of Directors of the Company, and to affect the amount of the legal reserve in excess of the legal requirement in the amount of USD5.5 million to the profit (or loss) account.
- (5) To discharge the Directors of the Company in respect of the proper performance of their duties for the financial year ended 31 December 2019.
- (6) To re-appoint Ernst & Young S.A., Luxembourg, as authorised statutory auditor ("réviseur d'entreprises agréé") to audit the statutory and consolidated financial

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Registered in Luxembourg Registered No. RC Lux B 43172 Registered Office: 412F, Route d'Esch L-2086 Luxembourg



- statements of the Company, for a term to expire at the next Annual General Meeting.
- (7) To re-elect Mr Jean Cahuzac as a Non-Executive Director of the Company to hold office until the Annual General Meeting to be held in 2022 or until his successor has been duly elected.
- (8) To re-elect Mr Niels Kirk as a Non-Executive Director of the Company to hold office until the Annual General Meeting to be held in 2022 or until his successor has been duly elected.
- (9) To re-elect Mr David Mullen as a Non-Executive Director of the Company to hold office until the Annual General Meeting to be held in 2022 or until his successor has been duly elected.

The items on the AGM agenda may be validly deliberated on without any quorum requirement. The resolutions at the AGM shall be adopted by a simple majority of the votes validly cast.

The full text of material relating to the AGM is available online at www.subsea7.com and can also be obtained from the Company Secretary, Subsea 7 S.A., 412F, route d'Esch, L-2086 Luxembourg.

17 March 2020

Mr. Kristian Siem

Kristian Min

Chairman

To assure their representation at the AGM shareholders are hereby requested to fill in, sign, date and return the Proxy Card in the return envelope provided for such purpose to the address indicated therein. The deadline for submission of votes for American Depositary Receipt holders is 26 March 2020 and for holders of Common Shares is 2 April 2020.

The appointing of a proxy will not affect a shareholder's right to revoke their proxy or vote in person should they later decide to attend the meeting.



To the investors in Subsea 7 S.A.

Our ref. Global Companies Registrars Section/ss

Date Oslo, 17 March, 2020

SUBSEA 7 S.A. VOTING ANNUAL GENERAL MEETING APRIL 07, 2020

Your holding of Common Shares of Subsea 7 S.A. (the "Company") is registered in the Norwegian Central Securities Depository (Verdipapirsentralen - the "VPS"). DNB Bank ASA is the Company's share registrar and accordingly, any voting at the Annual General Meeting will be executed via DNB Bank ASA.

If you wish to vote at the Annual General Meeting taking place at the registered office of the Company on April 07, 2020 at 15:00 (local time) you may either attend in person at the said general meeting or you may execute the enclosed proxy card and return it to us.

You are encouraged to specify your choice by marking the appropriate boxes on the enclosed proxy card for the Annual General Meeting. When properly executed, the proxy will be voted in the manner directed therein or, if no direction is indicated, will be voted "for" the proposals.

Enclosed, please find a return envelope for your proxy card. Alternatively you can send the proxy card by e-mail to **vote@dnb.no**. In order for your shares to be voted based on your executed proxy card, the card has to be received by DNB Bank ASA, Global Companies Registrars Section, Oslo, <u>no later than April 02, 2020, noon Central European Summer Time</u>.

Yours sincerely, for DNB Bank ASA Global Companies Registrars Section Sten Sundby

Important notice:

This letter does not constitute any recommendations or advice on behalf of, or from DNB Bank ASA. You are recommended to seek legal and/or financial advice from your preferred advisor should you have any questions related to this letter and/or to the information contained in documents to which this letter is attached. You or your advisor may contact the issuer of the documents to which this letter is attached for guidance; this is including, but not limited to, any exercise of (indirect) shareholder rights you may have and/or should want to exercise. DNB Bank ASA may on direct request give technical guidance on how to retire your interest in the issuer of the documents to which this letter is attached from the Norwegian Central Securities Depository (Verdipapirsentalen – the "VPS") for the purpose of you being entered into the Register of Members, i.e. the primary register of the issuer referred to, in order for you to exercise any shareholder rights, as applicable, directly against the issuer, or any other third parties, including, but not limited to, any compulsory buy-out ("squeeze out") proceedings or any other legal or litigation proceedings.



Subsea 7 S.A. 412F, Route d'Esch L-2086 Luxembourg www.subsea7.com

PROXY SUBSEA 7 S.A.

Proxy solicited on behalf of the Board of Directors of the Company for the Annual General Meeting April 07, 2020

The undersigned hereby authorise DNB Bank ASA to constitute and appoint Kristian Siem, John Evans, Ricardo Rosa, Nathalie Louys, Elvinger Hoss Prussen (société anonyme, itself represented by Me Philippe Hoss, Me Cristina Beniog or Me Donatienne Vanlandeghem), Chantal Mathu or the Chairman of the Annual General Meeting (if not one of the aforementioned) and each of them, his/her/its true and lawful agent and proxy, with full power of substitution in each, to represent and vote in accordance with the instructions given below on behalf of the undersigned at the Annual General Meeting of Shareholders of Subsea 7 S.A., to be held at the registered offices of the Company, 412F, route d'Esch, L-2086 Luxembourg on April 07, 2020 at 15:00 pm (local time), and at any adjournments thereof, on all matters coming before the Annual General Meeting and any adjourned meeting.

In case no voting instruction is indicated below, the proxy shall vote in favour of the relevant proposals to be considered at the Annual General Meeting.

The Board of Directors of the Company recommends that you vote in favour of the proposals to be considered at the Annual General Meeting.

ITEMS FOR THE ANNUAL GENERAL MEETING:

1.		FOR	AGAINST	ABSTAIN
	To consider (i) the management reports of the Board of Directors of the Company in respect of the statutory and consolidated financial statements of the Company and (ii) the reports of Ernst & Young S.A., Luxembourg, authorised statutory auditor ("réviseur d'entreprises agréé") on the statutory financial statements and the consolidated financial statements of the Company, for the financial year ended 31 December 2019, as published on 6 March 2020 which are available on the Company's website at www.subsea7.com .	N/A	N/A	N/A

2.		FOR	AGAINST	ABSTAIN
	To approve the statutory financial statements of the Company for the financial year ended 31 December 2019, as published on 6 March 2020 which are available on the Company's website at www.subsea7.com.			

3.		FOR	AGAINST	ABSTAIN
<u> </u>	To approve the consolidated financial statements of the Company for the financial year ended 31 December 2019, as published on 6 March 2020 which are available on the Company's website at www.subsea7.com.	. 3.1		
4.		FOR	AGAINST	ABSTAIN
	To approve the allocation of results of the Company for the fiscal year ended 31 December 2019, as recommended by the Board of Directors of the Company, and to affect the amount of the legal reserve in excess of the legal requirement in the amount of USD 5.5 million to the profit (or loss) account.			
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5.	To discharge the Directors of the Company in respect of the proper performance of their duties for the financial	FOR	AGAINST	ABSTAIN
	year ended 31 December 2019.			
6.		FOR	AGAINST	ABSTAIN
	To re-appoint Ernst & Young S.A., Luxembourg, as authorised statutory auditor ("réviseur d'entreprises agréé") to audit the statutory and consolidated financial statements of the Company, for a term to expire at the next Annual General Meeting.			
7.		FOR	AGAINST	ABSTAIN
	To re-elect Mr Jean Cahuzac as a Non-Executive Director of the Company to hold office until the Annual General Meeting to be held in 2022 or until his successor has been duly elected.			
8.		FOR	AGAINST	ABSTAIN
	To re-elect Mr Niels Kirk as a Non-Executive Director of the Company to hold office until the Annual General Meeting to be held in 2022 or until his successor has been duly elected.			
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9.		FOR	AGAINST	ABSTAIN
	To re-elect Mr David Mullen as a Non-Executive Director of the Company to hold office until the Annual General Meeting to be held in 2022 or until his successor has been duly elected.			
Signa	ture(s):	Dat	re:	

Note: Please sign exactly as name appears above. In the case of joint owners, the first titleholder should sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

Deutsche Bank Corporate Bank

March 17, 2020

Subsea 7 SA

Please be advised of the following Depositary's Notice of Annual General Meeting of Shareholders:

Depositary Receipt Information

CUSIP: 864323100 (DTC Eligible) **ADR ISIN:** US8643231009

Country of Incorporation: Luxembourg

Meeting Details: Annual General Meeting at 15:00 (local time) at the Company's registered office, 412F, route d'Esch, L-2086

Luxembourg

ADR Record Date: March 04, 2020

Voting Deadline: March 26, 2020 at 1:00 PM EST

Meeting Date: April 07, 2020

Meeting Agenda: The Company's Notice of Meeting, including the Agenda, is available at the Company's website:

http://www.subsea7.com

Ratio (ORD:ADR): 1:1

In accordance with the provisions of Section 4.8 of the Second Amended and Restated Deposit Agreement by and among Subsea 7 S.A. (the "Company"), Deutsche Bank Trust Company Americas, as Depositary (the "Depositary"), all registered holders ("Holders") and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, Holders are hereby notified of the Company's Annual General Meeting of Shareholders (the "Meeting"). A copy of the Notice of Meeting from the Company, which includes the agenda for such Meeting, is enclosed. The Notice of Meeting and supporting materials, including the statutory and consolidated financial statements of the Company which includes the Reports of the Board of Directors and Authorised Statutory Auditor's Reports can be found on the Company's website: www.subsea7.com and can also be obtained from the Company Secretary, Subsea 7 S.A., 412F, route d'Esch, L- 2086 Luxembourg. The Depositary has not reviewed any of the documents or information provided by the Company or contained on the Company's website and is not liable for the accuracy thereof. Neither the Depositary nor any of its affiliates controls, is responsible for, endorses, adopts, or guarantees the accuracy or completeness of any information provided by the Company or contained on the Company's website and none of them are liable or responsible for any information contained thereon.

In accordance with the terms of the above referenced Deposit Agreement, Holders at the close of business on the ADR Record Date set forth above are entitled, subject to any applicable law, the Company's constituent documents and the provisions of or governing the Shares, to instruct the Depositary as to the exercise of the voting rights pertaining to the Shares represented by such Holder's American Depositary Shares. A voting instruction form is enclosed for that purpose.

Upon the timely receipt of a properly completed voting instruction form from a Holder on the ADR Record Date set forth above of voting instructions received on or before the Voting Deadline set forth above, the Depositary shall endeavor, insofar as practicable and permitted under applicable law, the provisions of the Deposit Agreement, the Company's constituent documents and the provisions of or governing the Shares, to vote or cause the Custodian to vote the Shares (in person or by proxy) represented by such Holder's American Depositary Shares in accordance with such voting instructions.

In the event of a postponement of the Meeting or a reconvening of a second meeting, all voting instructions timely and properly received from Holders will remain valid for the purposes of any such postponed or reconvened General Meeting.

Please note that persons beneficially holding ADSs through a bank, broker or other nominee that wish to provide voting instructions with respect to the securities represented by such ADSs must follow the voting instruction requirements of, and adhere to the deadlines set by, such bank, broker or other nominee. Such requirements and deadlines will differ from those set forth herein for registered holders of ADSs.

Holders and persons and/or entities having a beneficial interest in any ADS ("Beneficial Owners") are advised that (a) the Depositary has not reviewed the Company's website or any of the items thereon, and is not liable for the contents thereof, (b) neither the Depositary nor any of its affiliates controls, is responsible for, endorses, adopts, or guarantees the accuracy or completeness of any information contained in any document prepared by the Company or on the Company's website and neither the Depositary nor any of its affiliates are or shall be liable or responsible for any information contained therein or thereon, (c) there can be no assurance that Holders or Beneficial Owners generally or any Holder or Beneficial Owner in particular will receive this notice with sufficient time to enable the Holder to return voting instructions to the Depositary in a timely manner, and (d) the Depositary and its agents shall not be liable for any failure to carry out any instructions to vote any of the Deposited Securities, or for the manner in which any vote is cast or the effect of any vote.

For further information, please contact:
Depositary Receipts
Phone: (800) 821-8780
dbemails@astfinancial.com

SUBSEA 7 S.A.

April 7, 2020

PROXY VOTING INSTRUCTIONS

<u>INTERNET</u> - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 1:00 PM EST March 26, 2020.

MAIL - Sign, date and mail your proxy card in the envelope provided so that your vote is received before 1:00 PM (New York City time) on March 26, 2020.

ADD YOUR EMAIL ADDRESS ONLINE - Add your email address to your online account at AST for 24/7 access to your account and enroll in eConsent to receive future materials electronically. Update your account today at: www.astfinancial.com/login (see reverse side for instructions) or provide us with your email address in the section entitled "ELECTRONIC SHAREHOLDER COMMUNICATIONS" at the bottom right side of this card or on the reverse side to receive future materials electronically when available.



COMPANY NUMBER	
ACCOUNT NUMBER	

Please detach along perforated line and mail in the envelope provided <u>IF</u> you are not voting via telephone or the Internet.

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	AGENDA FOR THE AGM OF SUBSEA 7 S.A.	
	 To consider (i) the management report of the Board of Directors of the Company in respect of the statutory and consolidated financial statements of the Company and (ii) the reports of Ernst & Young S.A., Luxembourg, authorised statutory auditor ("reviseur d'entreprises agréé") on the statutory financial statements and the consolidated financial statements of the Company, for the financial year ended 31 December 2019, as published on 6 March 2020 which are available on the Company's website at www.subsea7.com. 	NON-VOTING IT
	To approve the statutory financial statements of the Company for the financial year ended 31 December 2019, as published on 6 March 2020 which are available on the Company's website at www.subsea7.com.	FOR AGAINST A
	To approve the consolidated financial statements of the Company for the financial year ended 31 December 2019, as published on 6 March 2020 which are available on the Company's website at www.subsea7.com.	
	4. To approve the allocation of results of the Company for the fiscal year ended 31 December 2019, as recommended by the Board of Directors of the Company, and to affect the amount of the legal reserve in excess of the legal requirement in the amount of USD 5.5 million to the profit (or loss) account.	
	To discharge the Directors of the Company in respect of the proper performance of their duties for the financial year ended 31 December 2019.	
	 To re-appoint Ernst & Young S.A., Luxembourg, as authorised statutory auditor ("réviseur d'entreprises agréé") to audit the statutory and consolidated financial statements of the Company, for a term to expire at the next Annual General Meeting. 	
	 To re-elect Mr Jean Cahuzac as a Non-Executive Director of the Company to hold office until the Annual General Meeting to be held in 2022 or until his successor has been duly elected. 	
	8. To re-elect Mr Niels Kirk as a Non-Executive Director of the Company to hold office until the Annual General Meeting to be held in 2022 or until his successor has been duly elected.	
	9. To re-elect Mr David Mullen as a Non-Executive Director of the Company to hold office until the Annual General Meeting to be held in 2022 or until his successor has been duly elected.	
	Electronic Shareholder Communications Please join the growing number of shareholders	
ange the address on your account or to add the email, please check the box at right.	instead of hard copy shareholder communications. Register online at astfinancial.com or supply below.	your email addre
re indicate your new address in the address space above. Please note that changes registered name(s) on the account may not be submitted via this method.		

SUBSEA 7 S.A.

Annual General Meeting of Shareholders on April 7, 2020 (Continued and to be signed on the reverse side)

ADD YOUR EMAIL ADDRESS ONLINE

Add your email address to your online account at AST for 24/7 access to your account and enroll in eConsent to receive future materials electronically. Update your account today:

For first time users setting up an account, follow the instructions outlined below:

- Go to www.astfinancial.com/login and click on the words "REGISTER FIRST TIME USERS CLICK HERE" under the Shareholder Central
- Follow the instructions provided to set up your account which will include providing your e-mail address
- Once your account has been set up, select the tool bar "Communications" at the top right side of the page
- Here you need to select "Receive Company Mailings via E-Mail"
- Next, click on the "Submit" button and any future proxy materials will be sent to you electronically should they be available

- For existing users updating your account, do the following:

 Go to www.astfinancial.com/login and click on "LOGIN" button under the Shareholder Central heading
- Once you access your account, select the tool bar "Communications" at the top right side of the page
- Here you need to select "Receive Company Mailings via E-Mail"
- Next, click on the "Submit" button and any future proxy materials will be sent to you electronically should they be available

Alternatively you can provide us with your email address in the below section entitled "ELECTRONIC SHAREHOLDER COMMUNICATIONS" to receive future materials electronically when available.

Electronic Shareholder Communications Please join the growing number of shareholders who receive emails instead of hard copy shareholder communications. Register online at astfinancial.com or supply your email address below or on the reverse side.

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