

June 3, 2014

Dear Shareholder,

The Annual General Meeting of Shareholders of Subsea 7 S.A. (the "Company") will be held on Friday June 27, 2014 at 3.00 p.m. (local time) at the registered office of the Company, 412F, route d'Esch, L-2086 Luxembourg.

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 Annual General Meeting will address the matters set out in the enclosed Notice.

Enclosed with this mailing are the Notice of Annual General Meeting of Shareholders and the Proxy Card. The 2013 statutory and consolidated financial statements of Subsea 7 S.A. including the Reports of the Board of Directors and Authorised Statutory Auditor's Reports are available on the Company's website at: www.subsea7.com. Shareholders of record at the close of business on May 27, 2014 will be entitled to vote at the Meeting.

In light of the Company's continued improvement in performance, the strength of the balance sheet and confidence in the outlook for the industry, the Board of Directors has decided to propose to shareholders the approval of the payment of a special dividend of NOK 3.60 per share.

This year's agenda contains an item with respect to the appointment of Ernst & Young S.A. as Authorised Statutory Auditor of the Company. This will be the first time that Ernst & Young S.A. has been Statutory Auditor for the Company and their appointment is recommended by the Board of Directors following a competitive tender.

The agenda also comprises five items with respect to the appointment to the Board of five Directors standing for re-election. The biographies of the relevant Directors, Mr Kristian Siem, Sir Peter Mason, Mr Eystein Eriksrud, Mr Jean Cahuzac and Mr Robert Long are attached to this letter in Appendix 1.

seabed-to-surface

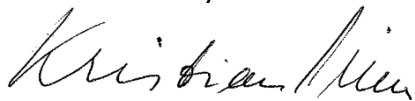
Registered Office:
412F, Route d'Esch
L-2086 Luxembourg
R.C.S. Luxembourg B 43172

The deadline for submission of votes for holders of American Depositary Shares is Wednesday June 18, 2014 and for holders of Common Shares is Friday June 20, 2014.

If you wish your shares to be voted at the Meeting, please promptly sign, date and return the enclosed Proxy Card 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 Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "Kristian Siem". The signature is written in a cursive, flowing style.

Mr. Kristian Siem
Chairman

Appendix 1 2014 Annual General Meeting

Director Biographies

The Board of Subsea 7 S.A. comprises seven Directors, the majority of whom are independent. Directors are elected by the Annual General Meeting for a term not exceeding two years.

The following Directors are standing for re-election:

Kristian Siem, 1949
Chairman

Appointment: Mr Siem became Chairman of the Board of Directors of Subsea 7 S.A. in January 2011, prior to which he was Chairman of the Board of Directors of Subsea 7 Inc. from January 2002.

Skills and experience: Mr Siem has a degree in Business Economics and has been active in the oil and gas industry since 1972.

External appointments: Mr Siem is the Chairman of Siem Industries Inc. and Vice Chairman of NKT Holding A/S. Mr Siem is a Director of Siem Offshore Inc., Siem Shipping Inc. (formerly Star Reefers Inc.), North Atlantic Smaller Companies Investment Trust plc and Frupor S.A. Past directorships include Kvaerner ASA and Transocean Inc.

Mr Siem is the Chairman of the Compensation Committee and a member of the Corporate Governance and Nominations Committee.

Mr Siem is a Norwegian citizen.

Sir Peter Mason KBE, 1946
Senior Independent Director

Appointment: Sir Peter Mason KBE has been the Senior Independent Director of Subsea 7 S.A. since January 2011, prior to which he was Chairman of Subsea 7 S.A. from May 2009. Previously he served as an Independent Director of Subsea 7 S.A. from October 2006

Skills and experience: Sir Peter brings extensive management and oil service experience, having served as Chief Executive of AMEC from 1996 until his retirement in September 2006. Prior management positions include Executive Director of BICC plc and Chairman and Chief Executive of Balfour Beatty. He is a Fellow of the Institution of Civil Engineers, a Fellow of the Royal Academy of Engineering and holds a Bachelor of Science degree in Engineering. Sir Peter was a Non-Executive Director of BAE Systems plc from January 2003 until May 2013.

External appointments: Sir Peter has been Chairman of the Board of Directors of Thames Water Utilities Ltd since December 2006 and a Non-Executive Director of Spie S.A since 2011.

Sir Peter is the Chairman of the Corporate Governance and Nominations Committee.

Sir Peter is a British citizen.

Eystein Eriksrud, 1970
Director

Appointment: Mr Eriksrud joined the Board of Directors of Subsea 7 S.A. in March 2012.

Skills and experience: Mr Eriksrud is the Deputy CEO of the Siem Industries Group. Prior to joining Siem Industries in October 2011, Mr Eriksrud was partner of the Norwegian law firm Wiersholm

Mellbye & Bech, from 2005, working as a business lawyer, particularly in the shipping, offshore and oil service sectors. Mr Eriksrud was Group Company Secretary of the Kvaerner Group from 2000-2002 and served as Group General Counsel of the Siem Industries Group from 2002-2005. He is a candidate of jurisprudence from the University of Oslo. Mr Eriksrud has served on the boards of Veripos Inc, Privatbanken ASA and Tinfos AS as well as a number of other boards.

External appointments: Mr Eriksrud is the Chairman of Siem Offshore Inc. and a Director of Siem Kapital AS, VSK Holdings Ltd, Venn Partners LLP, Siem Car Carriers AS, Siem Capital UK Ltd. and Siem Europe Sarl.

Mr Eriksrud is a member of the Audit Committee.

Mr Eriksrud is a Norwegian citizen.

Jean Cahuzac, 1954

Director and Chief Executive Officer

Appointment: Mr Cahuzac has been Chief Executive Officer of Subsea 7 S.A. since April 2008 and an Executive member of the Board of Directors since May 2008.

Skills and experience: Mr Cahuzac has over 30 years' experience in the offshore oil and gas industry, having held various technical and senior management positions around the world. From 2000 until April 2008 he worked at Transocean in Houston, US, where he held the positions of Chief Operating Officer and then President. Prior to this he worked at Schlumberger from 1979 to 2000 where he served in various positions including Field Engineer, Division Manager, VP Engineering, Executive VP and President of the drilling division. He holds a Master's degree in Mechanical Engineering from École des Mines de St-Étienne and is a graduate of the French Petroleum Institute in Paris.

External appointments: Mr Cahuzac is a Board member of Shelf Drilling and has no other external appointments to public companies.

As an Executive Director, Mr Cahuzac is not a member of any of the Board Committees.

Mr Cahuzac is a French citizen.

Robert Long, 1946

Independent Director

Appointment: Mr Long joined the Board of Directors of Subsea 7 S.A. in January 2011.

Skills and experience: Mr Long served as Chief Executive Officer and a member of the Board of Directors of Transocean Ltd. from October 2002 until his retirement in February 2010. Mr Long served as President from 2001 to 2006, Chief Financial Officer from 1996 to 2001 and Senior VP of Transocean from May 1990 until the merger with Sedco Forex in 2000, at which time he assumed the position of Executive VP. During his 35-year career with Transocean, his international assignments included the UK, Egypt, West Africa, Spain and Italy. Mr Long is a graduate of the U.S. Naval Academy and Harvard Business School, and served five years in the Naval Nuclear Power Programme before joining SONAT Inc, the parent company of The Offshore Company (which subsequently became Transocean Ltd.), in 1975.

External appointments: Mr Long has no other external appointments to public companies.

Mr Long is a member of the Audit Committee and also a member of the Compensation Committee.

Mr Long is a US citizen.

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS ON JUNE 27, 2014**

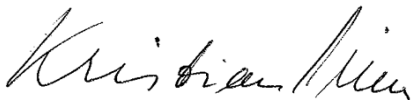
The Annual General Meeting of Shareholders of Subsea 7 S.A. (the "Company"), RCS Luxembourg N° B 43172 having its registered office at 412F, route d'Esch, L-2086 Luxembourg, will be held at its registered office on June 27, 2014 at 3:00 pm (local time) for the following purposes:

AGENDA

- (1) 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 Deloitte 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 fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com.
- (2) To approve the statutory financial statements of the Company for the fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com.
- (3) To approve the consolidated financial statements of the Company for the fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com.
- (4) To approve the allocation of results including the payment of a dividend of the Company for the fiscal year ended December 31, 2013, as recommended by the Board of Directors of the Company, namely a dividend of NOK 3.60 per Common Share, payable on July 10, 2014.
- (5) To discharge the Directors of the Company in respect of the proper performance of their duties for the fiscal year ended December 31, 2013.
- (6) To elect 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 of Shareholders.
- (7) To re-elect Mr Kristian Siem as a Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.
- (8) To re-elect Sir Peter Mason as Senior Independent Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.

- (9) To re-elect Mr Eystein Eriksrud as a Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.
- (10) To re-elect Mr Jean Cahuzac as a Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.
- (11) To re-elect Mr Robert Long as an Independent Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.

Yours sincerely,



Mr. Kristian Siem
Chairman
June 3, 2014

To assure their representation at the Annual General Meeting, 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 Wednesday June 18, 2014 and for holders of Common Shares is Friday June 20, 2014.

The giving of such Proxy will not affect the right of the shareholders to revoke such Proxy or vote in person should they later decide to attend the meeting.



To Shareholders of Subsea 7 S.A.

Our ref.
Global Companies Registrars Section/ij

Date
Oslo, 3 June, 2014

**SUBSEA 7 S.A.
VOTING ANNUAL GENERAL MEETING JUNE 27, 2014**

Your holding of Common Shares of Subsea 7 S.A. is registered in The Norwegian Central Securities Depository (Verdipapirsentralen - the "VPS"). If you wish to vote at this Annual General Meeting 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. 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, **not later than June 20, 2014, noon Central European Summer Time.**

Yours sincerely,
for DNB Bank ASA
Global Companies Registrars Section
Irene Johansen

Name
Address
City
Country

**PROXY
SUBSEA 7 S.A.**

**Proxy solicited on behalf of the Board of Directors of the Company for
Annual General Meeting, June 27, 2014**

The undersigned hereby authorise DNB Bank ASA to constitute and appoint Kristian Siem, Jean Cahuzac, Ricardo Rosa, Nathalie Louys, Jean Hoss, Philippe Hoss, Miriam Schinner, Chantal Mathu, or the Chairman of the Annual General Meeting (if not one of the aforementioned) and each of them, his 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 Friday June 27, 2014 at 3:00 p.m. (local time) (the "Meeting"), and at any adjournments thereof, on all matters coming before the 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 Meeting.

The Board of Directors of the Company recommends that you vote in favour of the proposals to be considered at the 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 Deloitte 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 fiscal year ended December 31, 2013, as published on March 13, 2014 and as 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 fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com .			

3.		FOR	AGAINST	ABSTAIN
	To approve the consolidated financial statements of the Company for the fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com .			
4.		FOR	AGAINST	ABSTAIN
	To approve the allocation of results including the payment of a dividend of the Company for the fiscal year ended December 31, 2013, as recommended by the Board of Directors of the Company, namely a dividend of NOK 3.60 per Common Share, payable on July 10, 2014.			
5.		FOR	AGAINST	ABSTAIN
	To discharge the Directors of the Company in respect of the proper performance of their duties for the fiscal year ended December 31, 2013.			
6.		FOR	AGAINST	ABSTAIN
	To elect 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 of Shareholders.			
7.		FOR	AGAINST	ABSTAIN
	To re-elect Mr Kristian Siem as a Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.			
8.		FOR	AGAINST	ABSTAIN
	To re-elect Sir Peter Mason as Senior Independent Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.			

9.		FOR	AGAINST	ABSTAIN
	To re-elect Mr Eystein Eriksrud as a Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.			

10.		FOR	AGAINST	ABSTAIN
	To re-elect Mr Jean Cahuzac as a Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.			

11.		FOR	AGAINST	ABSTAIN
	To re-elect Mr Robert Long as an Independent Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.			

Signature(s): _____

Date: _____

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 Trust Company Americas

Trust & Securities Services
Global Equity Services

DEPOSITARY RECEIPTS

June 3, 2014

Depositary's Notice pertaining to the Annual General Meeting of Shareholders of Subsea 7 S.A.

Issue: **Subsea 7 S.A. / CUSIP 864323100**

Country: **Luxembourg**

Meeting Details: **Annual General Meeting of Shareholders to be held on June 27, 2014, at the registered office of the company, 412F, route d'Esch, L-2086 Luxembourg at 3:00 PM Local Time.**

Meeting Agenda: **The Company's Notice of Meeting and supporting materials, including the Agenda is enclosed**

Voting Deadline: **On or before June 18, 2014 at 2:00 PM (New York City time)**

ADR Record Date: **May 27, 2014**

Common: ADR Ratio: **1 Common Share: 1 ADR**

In accordance with Section 17 of the Deposit Agreement between Subsea 7 S.A. (the "Company") and Deutsche Bank Trust Company Americas, as Depositary (the "Depositary"), Subsea 7 S.A. ADR holders (the "Holders") are hereby notified of the Company's Annual General Meeting of Shareholders. A copy of the Notice of Meeting from the Company, which includes the agenda for such meeting, is enclosed.

Holders at the close of business on the ADR record date will be entitled, subject to any applicable law, the Company's Articles of Incorporation and the provisions of or governing Deposited Property underlying ADRs, to instruct the Depositary as to the exercise of the voting rights, if any, pertaining to the Shares or other Deposited Property represented by ADRs. A voting instruction form is enclosed for that purpose.

Upon receipt of a voting instruction from an ADR Holder on the ADR record date, received on or before the ADR voting deadline, the Depositary shall endeavor, insofar as practicable and permitted under applicable law, the provisions of the Articles of Incorporation of the Company and the provisions of the Deposited Property underlying the ADRs, to vote or cause the Custodian to vote the Shares and/or other Deposited Property, in person or by proxy, represented by the ADRs in accordance with the instructions set forth in such request.

Voting instructions may be given only in respect of a number of ADRs representing an integral number of Shares or other Deposited Property.

Neither the Depositary nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depositary nor the Custodian shall vote or attempt to exercise the right to vote Shares or other Deposited Property represented by ADRs except pursuant to and in accordance with such written instructions from Holders. Shares or other Deposited Property represented by ADRs for which no specific voting instructions are received by the Depositary from the Holder shall not be voted.

In the event of a postponement of the Annual General Meeting of Shareholders or a reconvening of a second meeting, all votes received from beneficial holders of Subsea 7 S.A. ADRs will remain valid for the purposes of any such postponed or reconvened General Meeting.

For further information, please contact:

Beverly George
Deutsche Bank - Depositary Receipts
Corporate Actions

☎: 212 250-1504

☎: 212 797- 0327

✉: beverly.a.george-ny@db.com

Deutsche Bank



ANNUAL GENERAL MEETING OF SHAREHOLDERS OF SUBSEA 7 S.A.

June 27, 2014

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Please date, sign and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE IN FAVOR OF ALL RESOLUTIONS.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

- | | | | | |
|---|--------------------------|--------------------------|--------------------------|---------|
| <p>(1) 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 Deloitte 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 fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com.</p> | | FOR | AGAINST | ABSTAIN |
| <p>(2) To approve the statutory financial statements of the Company for the fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| <p>(3) To approve the consolidated financial statements of the Company for the fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| <p>(4) To approve the allocation of results including the payment of a dividend of the Company for the fiscal year ended December 31, 2013, as recommended by the Board of Directors of the Company, namely a dividend of NOK 3.60 per Common Share, payable on July 10, 2014.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| <p>(5) To discharge the Directors of the Company in respect of the proper performance of their duties for the fiscal year ended December 31, 2013.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| <p>(6) To elect 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 of Shareholders.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| <p>(7) To re-elect Mr Kristian Siem as a Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| <p>(8) To re-elect Sir Peter Mason as Senior Independent Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| <p>(9) To re-elect Mr Eystein Eriksrud as a Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| <p>(10) To re-elect Mr Jean Cahuzac as a Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| <p>(11) To re-elect Mr Robert Long as an Independent Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected.</p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, the first titleholder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

SUBSEA 7 S.A.

June 27, 2014

PROXY VOTING INSTRUCTIONS

INTERNET - 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 11:59 PM EST June 17, 2014.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access.

COMPANY NUMBER	
ACCOUNT NUMBER	

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

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THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE IN FAVOR OF ALL RESOLUTIONS.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

- | | | | |
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| (2) To approve the statutory financial statements of the Company for the fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com . | FOR <input type="checkbox"/> | AGAINST <input type="checkbox"/> | ABSTAIN <input type="checkbox"/> |
| (3) To approve the consolidated financial statements of the Company for the fiscal year ended December 31, 2013, as published on March 13, 2014 and as are available on the Company's website at www.subsea7.com . | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
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| (5) To discharge the Directors of the Company in respect of the proper performance of their duties for the fiscal year ended December 31, 2013. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
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| (11) To re-elect Mr Robert Long as an Independent Director of the Company to hold office until the Annual General Meeting of Shareholders to be held in 2016 or until his successor has been duly elected. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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Signature of Shareholder Date:

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**PROXY
SUBSEA 7 S.A.**

**Proxy Solicited on behalf of the Board of Directors of the Company for
Annual General Meeting June 27, 2014**

The undersigned hereby authorise DNB Bank ASA to constitute and appoint Kristian Siem, Jean Cahuzac, Ricardo Rosa, Nathalie Louys, Jean Hoss, Philippe Hoss, Miriam Schinner, Chantal Mathu or the Chairman of the Annual General Meeting (if not one of the aforementioned) and each of them, his 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. (the "Company"), RCS Luxembourg N° B 43172 having its registered office at 412F, route d'Esch, L-2086 Luxembourg, will be held at its registered office on June 27, 2014 at 3:00 pm (local time) (the "Meeting"), and at any adjournments thereof, on all matters coming before the Meeting and any adjourned meeting.

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

(Continued and to be signed on the reverse side)

COMMENTS: