

subsea 7

SUBSEA 7 INC.

REGISTERED OFFICE ADDRESS: P.O. BOX 309, UGLAND HOUSE, SOUTH CHURCH STREET
GEORGE TOWN, GRAND CAYMAN KY1-1104, CAYMAN ISLANDS

PROXY STATEMENT

ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD MONDAY, 10 MAY 2010

Directors:

Kristian Siem
Arild Schultz
Allen Stevens
Michael Delouche
Mel Fitzgerald

Registered Office Address:

P.O. Box 309
Ugland House
South Church Street
George Town
Grand Cayman KY1-1104
CAYMAN ISLANDS

Assistant Secretary:

Barry Mahon

GENERAL

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Subsea 7 Inc., a Cayman Islands corporation (the "Company"), for the Annual General Meeting of Shareholders to be held at 10:00 am Cayman Islands local time, Monday, 10 May 2010 (the "Annual General Meeting") and at any adjournments thereof at the Company's registered office located at Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

This proxy statement and the enclosed form of proxy are first being issued on 29 March 2010. At the date of issue, the Company had 147,193,380 Common Shares issued and outstanding and each Common Share is entitled to one vote.

ANNUAL REPORT AND FINANCIAL STATEMENTS

A copy of the Company's annual report and accounts for the financial year ended 31 December 2009 is enclosed.

BACKGROUND ON THE PROPOSED RESOLUTIONS

Ordinary Business

The ordinary business to be conducted at the Annual General Meeting will be a vote on the following proposed Ordinary Resolutions:

- Resolution 1. To approve the Company's financial statements for the financial year ended 31 December 2009.
- Resolution 2. To approve the re-appointment of PricewaterhouseCoopers LLP as the Company's Auditors for financial year 2010. PricewaterhouseCoopers has acted as the Company's Auditors since the 2002 financial year audit.
- Resolution 3. To grant authority to the Board of Directors to fix the remuneration payable to the Company's Auditors for 2009.
- During 2009, the Company paid the Auditors a total amount of US\$1,300,000 for services including statutory audit services (US\$1,092,000), tax services (US\$67,000) and other services (US\$141,000).
- Resolution 4. To re-elect Mel Fitzgerald as a Director for a 2-year term and to serve until the expiration of that term and until a successor has been elected and qualified. Mr Fitzgerald has been a Director of the Company since May 2007.

Resolution 5. To re-elect Allen L. Stevens as a Director for a 2-year term and to serve until the expiration of that term and until a successor has been elected and qualified. Mr Stevens has been a Director of the Company since December 2005.

Resolution 6. To grant authority to the Board of Directors to fix the remuneration to the Company's Directors. Details of the remuneration are included in the Notes to the Annual Report.

Special Business

The special business to be conducted at the Annual General Meeting will be a vote on the following proposed resolutions:

Resolution 7. As an Ordinary Resolution, to approve and ratify the actions of the Company's Directors and Officers during 2009.

This proposal to approve and ratify any and all actions of the Company's Directors and Officers is not required since the Articles of Association provides certain protections to the Directors and Officers for actions taken and decisions made during the course of business. However, this resolution is proposed so that the Company's shareholders can demonstrate their confidence in the actions and efforts of the Directors and Officers that were made in good faith on behalf of all shareholders.

VOTING BY PROXY AND THROUGH DEPOSITORIES

Registered shareholders should properly complete, date, sign and deliver the enclosed form of proxy to either of the following: (1) the offices of Subsea 7 Limited at Prospect Road, Arnhall Business Park, Westhill, Aberdeenshire, AB32 6FE, Scotland, telefax no. +44.1224.527.000 or (2) the Company's offices at P.O. Box 309, George Town, Grand Cayman KY1-1104, CAYMAN ISLANDS, telefax no. +1.345.946.3346, no less than 24 hours prior to the stated time of the Annual General Meeting. Any shareholder signing and returning a proxy may revoke such proxy at any time prior to its being voted by delivering a written revocation or a duly executed proxy bearing a later date with the Company or by voting in person or duly authorized representative at the meeting.

Properly completed and signed proxies that are received prior to the Annual General Meeting will be voted in accordance with the instructions of the persons executing the proxies. In the absence of such instructions, the proxies will be voted "FOR" each of the above-proposed resolutions.

The Directors and Officers know of no matters that will be presented to the meeting other than the business set forth in this Proxy Statement. If any other matter properly comes before the meeting (such matters would be presented to shareholders in one or more subsequent Notices and Proxy Statements with Proxy Cards), the persons named as proxies will vote on such matter in their discretion.

RECOMMENDATION

The Company's Directors consider the approval of the proposed resolutions to be voted upon during the course of Ordinary Business and Special Business at the Annual General Meeting to be in the Company's best interests and recommend that you vote in favour of each of the ordinary resolutions. Except where required to abstain by law or by the provisions of the Company's Articles of Association, Siem Industries Inc. and the Directors who hold shares in the Company intend to vote in favour of each of the resolutions with respect to their respective shareholdings. Siem Industries Inc. owns a beneficial interest of 65,429,045 Common Shares in the Company, Arild Schultz owns 748,147, Allen Stevens owns 10,000 and Mel Fitzgerald owns 69,586. The other Directors, Kristian Siem and Michael Delouche, hold an indirect interest in the Company's Common Shares through their ownership interests in Siem Industries Inc.

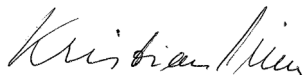
DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Memorandum and Articles of Association of the Company are available at all times on the Company's website www.subsea7.com and will be available for inspection by appointment only at the offices of Subsea 7 Limited at Prospect Road, Arnhall Business Park, Westhill, Aberdeenshire, AB32 6FE, Scotland and the offices of Maples and Calder, Ugland House, South Church Street, Grand Cayman, Cayman Islands during normal business hours until 10 May 2010 and at the Annual General Meeting itself.

SHAREHOLDER PROPOSALS FOR ANNUAL GENERAL MEETING

Following the financial year ending 31 December 2010, shareholders may present proposals to be considered by the Company for possible inclusion in the Company's proxy statement and for discussion and vote at the next Annual General Meeting of Shareholders by submitting their proposals to the Company in a proper form and in a timely manner. In order to be considered for the meeting following the conclusion of financial year 2010, shareholder proposals must be received at Subsea 7 Limited's office in Aberdeen or the Company's office in George Town by 31st January 2011.

Yours faithfully,

A handwritten signature in cursive script, appearing to read 'Kristian Siem'.

Kristian Siem, Chairman
29 March 2010