

CHICAGO BRIDGE & IRON CO N V
Form DEFA14A
March 24, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other
than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Chicago Bridge & Iron Company N.V.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 3, 2017

CHICAGO BRIDGE & IRON
COMPANY N.V.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 9, 2017
Date: May 3, 2017 Time: 2:00 p.m., Local Time
InterContinental Amstel Amsterdam,
Professor Tulpplein 1
Location: 1018 GX Amsterdam
The Netherlands

CHICAGO BRIDGE & IRON COMPANY N.V.
C/O CB&I
2103 RESEARCH FOREST DRIVE
THE WOODLANDS, TX 77380

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. The proxy statement and annual report to securities holders are available at www.proxyvote.com. You can easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials
Proxy Materials Available to VIEW or
RECEIVE:

NOTICE AND PROXY STATEMENT
ANNUAL REPORT WITH FORM 10-K

How to View Online:
Have the information that is printed in the box
marked by the arrow (located on the following
page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or
E-MAIL Copy:
If you want to receive a paper or e-mail copy of
these documents, you must request one. There
is NO charge for requesting a copy. Please
choose one of the following methods to make
your request:

- 1) BY INTERNET: www.proxyvote.com
 - 2) BY TELEPHONE: 1-800-579-1639
 - 3) BY E-MAIL*: sendmaterial@proxyvote.com
- * If requesting materials by e-mail, please send
a blank e-mail with the information that is printed
in the box marked by the arrow (located on the
following page) in the subject line.

Requests, instructions and other inquiries sent to
this e-mail address will NOT be forwarded to
your investment advisor.
To facilitate timely delivery, please make the
request as instructed above on or before April 19,
2017.

— How To Vote —
Please Choose One
of the Following
Voting Methods
Vote In
Person: Many
shareholder meetings
have attendance
requirements
including, but not
limited to, the
possession of an
attendance ticket
issued by the entity
holding the meeting.

Please check the proxy materials directions to attend the shareholder meeting and to obtain any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

NOTICE OF AND AGENDA FOR
Voting Items ANNUAL GENERAL MEETING OF
SHAREHOLDERS TO BE HELD MAY 3, 2017

To the shareholders of: Chicago Bridge & Iron Company N.V.
You are hereby notified that the Annual General Meeting of
Shareholders (the "Annual Meeting") of Chicago Bridge & Iron
Company N.V. (the "Company") will be held at the
InterContinental Amstel Amsterdam, Professor Tulpplein 1, 1018
GX Amsterdam, The Netherlands at 2:00 p.m., local time, on
Wednesday, May 3, 2017, for the following purposes:

1. To elect one member of our Supervisory Board to serve until the Annual Meeting of Shareholders in 2019. Our Supervisory Board recommends the election of Forbes I.J. Alexander to fill this position;
 2. To elect three members of our Supervisory Board to serve until the Annual Meeting of Shareholders in 2020. Our Supervisory Board recommends the election of James R. Bolch, Larry D. McVay, and Marsha C. Williams to fill these positions;
 3. To approve, by non-binding vote, the compensation of the Company's named executive officers;
 4. To authorize the preparation of our Dutch statutory annual accounts and the annual report of our Management Board in the English language, to discuss our annual report of the Management Board for the year ended December 31, 2016, and to adopt our Dutch statutory annual accounts for the year ended December 31, 2016;
 5. To approve the final distribution to shareholders for the year ended December 31, 2016, in an amount of \$0.28 per share, which has previously been paid to shareholders in the form of interim distributions;
 6. To discharge the sole member of our Management Board from liability in respect of the exercise of its duties during the year ended December 31, 2016;
 7. To discharge the members of our Supervisory Board from liability in respect of the exercise of their duties during the year ended December 31, 2016;
 8. To appoint Ernst & Young LLP as our independent registered public accounting firm, who will audit our accounts for the year ending December 31, 2017;
 9. To approve the extension of the authority of our Management Board, acting with the approval of our Supervisory Board, to repurchase up to 10% of our issued share capital until November 3, 2018, on the open market, through privately negotiated transactions or in one or more self-tender offers for a price per share not less than the nominal value of a share and not higher than 110% of the most recent available (as of the time of repurchase) price of a share on any securities exchange where our shares are traded; and
 10. To approve the extension of the authority of our Supervisory Board to issue shares and/or grant rights to acquire our shares (including options to subscribe for shares), never to exceed the number of authorized but unissued shares, and to limit or exclude the preemptive rights of shareholders with respect to the issuance of shares and/or the grant of rights to acquire shares, until May 3, 2022.
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Other Agenda Item

To discuss our dividend policy.

Our Dutch statutory annual accounts and the annual report of the Management Board, our Annual Report on Form 10-K, the charters of each of our Audit, Nominating, Organization and Compensation, Corporate Governance and Strategic Initiatives Committees, our Corporate Governance Guidelines and our Code of Ethics can be accessed through our website, www.cbi.com, and, along with directions to attend the Annual Meeting, may be obtained free of charge by request to our principal executive offices at Prinses Beatrixlaan 35, 2595 AK The Hague, The Netherlands, and at our administrative offices c/o CB&I, 2103 Research Forest Drive, The Woodlands, TX 77380-2624, Attn: Investor Relations. Copies of the documents listed above are also available for inspection by shareholders free of charge at our offices in The Hague listed above.

Walter G. Browning
Secretary