



BW Offshore Limited

NOTICE IS HEREBY GIVEN that the 2010 Annual General Meeting of the Members of BW Offshore Limited (the "Company") will be held at the Fairmont Southampton Hotel, 101 South Shore Road Southampton, SN02, Bermuda on 13 May 2010 at 11am for the following purposes:

AGENDA

1. To confirm notice.
2. To receive the financial statements of the Company for the year ended 31 December 2009 and the Auditor's report thereon.
3. To determine the number of Directors for the forthcoming year and to elect the following Directors and Alternate Directors:

<u>Directors:</u>	<u>Period:</u>	<u>Alternate Directors:</u>
Dr. Helmut Sohmen	1 year	Mr Michael Smyth
Ms Kathie Child-Villiers	1 year	
Mr René Huck	1 year	
Mr Christophe Pettenati-Auzière	2 years	
Mr David Gairns	2 years	
Mr Andreas Sohmen-Pao	2 years	Mr Michael Smyth

4. To consider fees payable to the Directors at the annual rate of USD 41,000 plus an additional USD 8,000 per annum for Audit Committee members, USD 12,000 for the Chairman of the Audit Committee and USD 10,000 for the Chairman of the Nomination and Compensation Committee.
5. To consider the reappointment of PricewaterhouseCoopers as auditor for the forthcoming year.

Enclosure: Remuneration guidelines

BY ORDER OF THE BOARD

Dawna Ferguson
Company Secretary

Dated: 19 April 2010

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

Every member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A form of proxy is enclosed for this purpose. A proxy need not be a member of the Company. Your voting direction form is to be received by DnB NOR Bank ASA, Registrars Department, Oslo, not later than **10 May 2010 14:00 hours Oslo Time**. The PO Box address of DnB NOR Bank ASA is: DnB NOR Bank ASA, Registrars Department, Stranden 21, 0021 Oslo, Norway. Alternatively, send the proxy by facsimile (+ 47) **22 94 90 20** within the aforementioned date and time.

If properly executed, the shares represented by this Proxy (the "Shares") will be voted in the manner directed by the undersigned holder. The holder(s) shall also have discretion to vote the Shares for or against any amendments to motions duly made at the Meeting. If no direction is given, the Shares will be voted in favour of the resolutions recommended by Management (including amendments thereto approved by Management) when duly presented at the Meeting. The holder(s) shall have discretion to vote the Shares on any other matters in furtherance of or incidental to the foregoing or as may otherwise properly come before the Meeting.



Your voting direction form is to be received by DnB NOR Bank ASA, Registrars Department, Oslo, not later than **10 May 2010 14:00 hours Oslo Time**. The PO Box address of DnB NOR Bank ASA is: DnB NOR Bank ASA, Registrars Department, Stranden 21, 0021 Oslo, Norway. Alternatively, send the proxy by facsimile (+ 47) 22 94 90 20 within the aforementioned date and time.

If properly executed, the shares represented by this Proxy (the “Shares”) will be voted in the manner directed by the undersigned holder. The holder(s) shall also have discretion to vote the Shares for or against any amendments to motions duly made at the Meeting. If no direction is given, the Shares will be voted in favour of the resolutions recommended by Management (including amendments thereto approved by Management) when duly presented at the Meeting. The holder(s) shall have discretion to vote the Shares on any other matters in furtherance of or incidental to the foregoing or as may otherwise properly come before the Meeting.