

# BW Offshore Limited

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting of the Members of BW Offshore Limited (the "Company") will be held at the 8 Shenton Way, #49-03, Singapore 068811 on **12 May 2009** at 2pm for the following purposes:

## AGENDA

1. To confirm notice.
2. To receive, if available, the financial statements of the Company for the year ended 31 December 2008.
3. To determine the number of Directors for the forthcoming year and to elect the following Directors and Alternate Directors:

### Directors

Dr. Helmut Sohmen  
Christophe Pettenati-Auzière  
Andreas Sohmen-Pao  
Kathie Child-Villiers  
David Gairns  
René Huck

### Alternate Directors

Michael Smyth  
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 Compensation Committee.
5. To consider the reappointment of PricewaterhouseCoopers as auditor for the forthcoming year.
6. To consider and if though fit reduce the share premium account of the Company by transferring USD 525.8 million to the contributed surplus account, with an effective date of 15 May 2009.

BY ORDER OF THE BOARD

Dawna Ferguson  
Company Secretary

Dated: 15 April 2009

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 **4 May 2009 14:00 hours Oslo Time**. The P O 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.

**BW Offshore Limited**  
(the "Company")

**FORM OF PROXY FOR THE 2009 ANNUAL GENERAL MEETING**

I/We (*insert name*) .....

the holder(s) of (*insert number of shares*) ..... common shares in the above-named company hereby appoint:

The Chairman or, failing him, the Deputy Chairman, as my/our proxy to vote on my/our behalf at the Annual General Meeting to be held on 12 May 2009 and at any adjournment thereof.

I/We desire my/our votes to be cast on the resolutions set out in the notice convening the Annual General Meeting as indicated below:

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
To receive, if available, the financial statements of the Company for the year ended 31 December 2008.			
To determine the number of Directors for the forthcoming year and to elect the following Directors and Alternate Directors:  Dr. Helmut Sohmen, Christophe Pettenati-Auzière, Andreas Sohmen-Pao, Kathie Child-Villiers, David Gairns, René Huck, and Michael Smyth as Alternate Director to Dr. Helmut Sohmen and Andreas Sohmen-Pao.			
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 Compensation Committee.			
To consider the appointment of PricewaterhouseCoopers, Singapore, as auditor for the forthcoming year.			
To consider and if though fit reduce the share premium account of the Company by transferring USD 525.8 million to the contributed surplus account with an effective date of 15 May 2009.			

Signature: .....

Date: .....

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