



BW Offshore Limited

NOTICE IS HEREBY GIVEN that the 2008 Annual General Meeting of the Members of BW Offshore Limited (the "Company") will be held at the Four Seasons Limassol Hotel, Cyprus on **15 May 2008** at 12:00 noon 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 2007.
3. To determine the number of Directors for the forthcoming year and to elect the following Directors and Alternate Directors:

Directors

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

Alternate Directors

Michael Smyth
Michael Smyth

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

BY ORDER OF THE BOARD

Dawna Ferguson
Company Secretary

Dated: 25 April 2008

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 **Friday 9 May 2008 12:00 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 2008 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 15 May 2008 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:

RESOLUTION	FOR	AGAINST	ABSTAIN
3. To determine the number of Directors for the forthcoming year and to elect the following Directors and Alternate Directors: Dr. Helmut Sohmen, Andreas Sohmen-Pao, Kathie Child-Villiers, David Gairns, René Huck, Christophe Pettenati-Auzière and Michael Smyth as Alternate Director to Dr. Helmut Sohmen and Andreas Sohmen-Pao.			
4. To consider fees payable to the Directors at the annual rate of US\$41,000, plus an additional \$8,000 per annum for Audit Committee members, \$12,000 for the Chairman of the Audit Committee and \$10,000 for the Chairman of the compensation Committee.			
5. To consider the appointment of PricewaterhouseCoopers as auditor for the forthcoming year.			

Signature:

Date:

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