

BW Offshore Limited

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of the Members of BW Offshore Limited (the "Company") will be held at 18 Rebecca Road, Southampton SN04, Bermuda, on 20 May 2019 at 12:00 noon (Bermuda time) for the following purposes:

AGENDA

1. To confirm notice of the Annual General Meeting.
2. To receive the financial statements of the Company for the year ended 31 December 2018 and the auditors' report thereon.
3. To re-appoint the following Directors as set out below:

<u>Group B Directors:</u>	<u>Period:</u>
Mr. Andreas Sohmen-Pao	2 years
Mr. Maarten R. Scholten	2 years

Mr. Thomas Thune Andersen has informed the Company that he is not available for re-appointment. He will hold office until the Annual General Meeting.

To note the following Directors which were last elected (or re-elected) at the annual general meeting of the Company held in 2018 in accordance with the terms of such election (or re-election):

<u>Group A Directors</u>	<u>Period (remaining)</u>
Mr. Christophe Pettenati-Auzière	1 year
Ms. Clare Spottiswoode	1 year

4. To appoint Mr. René Kofod-Olsen as a Group B Director of the Company for a period of 2 years.
5. To appoint Mr. Carl Krogh Arnet as a Group A Director of the Company for a period of 1 year.
6. To determine that the maximum number of Directors of the Company for the forthcoming year shall be eight.
7. To authorise the Board of Directors to fill any vacancy in the number of Directors left unfilled for any reason at such time as the Board of Directors in their discretion shall determine.
8. To receive the Guidelines on Executive Compensation 2019, a copy of which is available on the Company's website.
9. To approve the annual fees payable to the Directors at the rate of USD 60,000 for the Directors (other than the Chairman and Vice Chairman), USD 80,000 for the Chairman and USD 70,000 for the Vice Chairman, plus an additional USD 15,000 and USD 10,000 per annum for the Audit Committee Chairman and its members respectively, USD 10,000 and USD 5,000 per annum for the Remuneration Committee Chairman and its members respectively, and USD 3,500 per annum for Nomination Committee members, plus an additional USD 2,500 as travel and attendance fee to each Audit Committee Member for each full quarterly Audit Committee meeting attended.

10. To consider, and if thought fit, to approve the re-appointment of KPMG AS as Auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors to determine their remuneration.

BY ORDER OF THE BOARD

Conyers Corporate Services (Bermuda) Limited
Company Secretary

Dated: 26 April 2019

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. A copy of the Annual Report and the Auditors' Report for the financial year ended 31 December 2018 can be accessed at the Company's website at <http://www.bwoffshore.com/ir/reports-and-presentations/>. Members who wish to receive printed copies of the Annual Report may submit a written request via e-mail to contact@bwoffshore.com with the member's full name and mailing address clearly indicated.
2. A description of the competencies and executive functions of the Directors to be re-appointed can be accessed at the Company's website at <https://www.bwoffshore.com/company/board-of-directors/>. A copy of the Nomination Committee's proposal, which sets out information relating to the appointment and re-appointment of Directors, remuneration to the Directors and members of the Nomination Committee, is available at the Company's website <http://www.bwoffshore.com/ir/corporate-news/>.
3. A copy of the Guidelines on Executive Compensation 2019 setting out information relating to the remuneration strategy, policy and implementation, including the determination of salaries and other remuneration for the executive management, is available at the Company's website <https://www.bwoffshore.com/ir/corporate-governance/>.
4. Only those members entered on the register of members of the Company at **5.00pm (Bermuda time) on 15 May 2019** shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after **5.00pm (Bermuda time) on 15 May 2019** shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjournment thereof.
5. No member shall be entitled to attend the Annual General Meeting unless written notice of the intention to attend and vote in person or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy of that power of attorney, is sent to DNB ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway or by e-mail to vote@dnb.no not later than **12:00 noon (Oslo time) on 16 May 2019**.
6. Every member entitled to attend and vote at the Annual General Meeting or any adjournment thereof is entitled to appoint a proxy to attend and vote in his stead on a show of hands or on a poll. A form of proxy is enclosed for this purpose. A proxy need not be a member of the Company. A member who is entitled to cast two or more votes at the Annual General Meeting or any adjournment thereof may appoint more than one proxy.
7. To be valid, the form of proxy must be received by DNB ASA, Registrars Department, Oslo, not later than **12:00 noon (Oslo time) on 16 May 2019** in accordance with the Notes of the form of proxy enclosed herewith. The address of DNB ASA is: DNB ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway. Alternatively, the form of proxy can be sent to DNB ASA by e-mail to vote@dnb.no not later than the aforementioned date and time.
8. If properly executed, the shares issued in the capital of the Company represented by the proxy (the "Shares") will be voted in the manner directed by the member on the form of proxy. The proxy holder shall also have discretion to vote the Shares for or against any amendments to resolutions duly made at the Annual General Meeting or any adjournment thereof. If no direction is given, the Shares will be voted in favour of the resolutions as recommended by the Board of Directors (including amendments thereto approved by the Board of Directors) when duly presented at the Annual General Meeting or any adjournment thereof. The proxy holder shall have discretion to vote the Shares on any other matters as may otherwise properly come before the Annual General Meeting or postponement or adjournment thereof.