



BW Offshore Limited
(the "Company")

FORM OF PROXY FOR A SPECIAL GENERAL MEETING

I/We (*insert name*) (*block letters*)

the holder(s) of (*insert number of shares*) common shares in the Company hereby appoint:

the duly appointed Chairman of the meeting or, as my/our proxy to vote on my/our behalf at the Special General Meeting to be held by way of telephone conference originating at 30 Pasir Panjang Road, #14-31/32 Mapletree Business City, Singapore 117440 on Tuesday 14 June 2016 at 15:00 hours (Singapore time) and at any adjournment thereof or, in the absence of any such indication, my/our proxy shall vote or abstain as he/she thinks fit.

I/We desire my/our votes to be cast on the resolutions to be proposed at the Special General Meeting of the members (as set out in the Notice of Special General Meeting) as indicated below:

RESOLUTION	FOR	AGAINST	ABSTAIN
To resolve that the authorized share capital of the Company be increased from US\$7,000,000 to US\$107,000,000 by the creation of an additional 10,000,000,000 shares of par value US\$0.01 each.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:

Date:



Notes:

1. To be valid this Form of Proxy is to be received by DNB ASA, Registrars Department, Oslo, not later than **13 June 2016 10:00 hours (Oslo time)**. 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.
2. If it is desired to appoint by proxy any person other than the Chairman of the Meeting, his/her name should be inserted in the relevant place, reference to the Chairman deleted and the alteration initialled.
3. If properly executed, the shares issued in the capital of the Company represented by this Form of 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 motions duly made at the Special General Meeting or any adjournment thereof. If no direction is given, the Shares will be voted in favour of the resolutions recommended by the Board of Directors (including amendments thereto approved by the Board of Directors) when duly presented at the Special General Meeting or any adjournment thereof. The proxy holder 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 Special General Meeting or any adjournment thereof.
4. This Form of Proxy must be signed and dated by the member or the member's attorney authorised in writing. If signed pursuant to a power of attorney or other authority, such power of attorney or authority under which it is signed, or a notarially certified copy must be deposited with the Form of Proxy in accordance with note 1 above.
5. Proxies are entitled to vote on a poll or on a show of hands.
6. Members shall place an "X" in the box indicating the way in which their vote is to be cast.
7. If the member is a corporation, the Form of Proxy should be signed either by a duly authorised officer or attorney or be completed under its common seal.
8. If a member wishes to vote for or against the re-appointment of one or more of the directors, he/she should place an "X" indicating those directors he/she is voting for or against, as the case may be, in the appropriate space.
9. Any alterations to this Form of Proxy should be initialled by the member.
10. The completion and return of this Form of Proxy will not preclude a member from attending the Special General Meeting and voting in person provided that the written notice of intention to attend has been received by DNB ASA in accordance with Note 3 of the Notice of Special General Meeting and the member has been duly issued with a power of attorney to attend the Special General Meeting.