

BW Offshore Limited

The Company would like to convene a special general meeting ("2016 SGM") for the purposes of passing the following resolutions, which are required in preparation for the Company's proposed rights issue as part of the establishment of a strengthened financial platform for the Company (please refer to the 1Q 2016 result presentation for details).

NOTICE IS HEREBY GIVEN that a Special General Meeting of the Members of BW Offshore Limited (the "Company") will 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) at +65 3158 1237, Participant Passcode: 710928 for the following purposes:

AGENDA

1. To confirm notice of the Special General Meeting.
2. To consider and, if thought fit, pass a resolution 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.

BY ORDER OF THE BOARD

Dawna Ferguson
Company Secretary

Dated: 23 May 2016

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. A copy of the 1Q 2016 result presentation may be accessed on the Company's website at the following address <http://www.bwoffshore.com/ir/reports-and-presentations/> (refer to "Presentation of 1st Quarter 2016").
2. Only those members entered on the register of members of the Company at 5.00pm (Bermuda time) on **10 June 2016** shall be entitled to attend and vote at the Special 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 **10 June 2016** shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjournment thereof.
3. No member shall be entitled to attend the Special 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 **13 June 2016 10:00 hours (Oslo time)**.
4. Every member entitled to attend and vote at the Special 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 Special General Meeting or any adjournment thereof may appoint more than one proxy.
5. To be valid, the 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.
6. 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 Special 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 Special General Meeting or any adjournment thereof. The member 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 adjournment thereof.