



Dear Shareholder

The Annual General Meeting (the “2016 AGM”) of BW Offshore Limited (the “Company”) will be held at Hotel D'Angleterre, Kongens Nytorv 34, 1050 Copenhagen, Denmark on Thursday, 19 May 2016 at 12:30 pm (Copenhagen time).

The matters to be considered at the 2016 AGM are identified in the attached Notice of the 2016 AGM.

In accordance with Section 84 of the Bermuda Companies Act 1981, the audited consolidated financial statements of the Company for the year ended 31 December 2015, which were approved by the Board of Directors of the Company on 23 March 2016, will be presented at the 2016 AGM. Bermuda law does not require that such statements be approved by the Members in an annual general meeting. The Company's audited consolidated financial statements and the auditor's report are included in the Company's Annual Report which is available on the Company's website at <http://www.bwoffshore.com/ir/reports-and-presentations/>.

The Company's Bye-Laws and Corporate Governance Policy provide that the Board shall consist of between five to ten Directors and the general meeting may authorise the Board of Directors to fill any vacancy in the number of directors left unfilled. It is further recommended that the number of Directors of the Company shall be up to ten and that the Board of Directors be authorised to fill any vacancy in the number of Directors left unfilled for any reason at such time as the Board of Directors in its discretion shall determine.

As detailed in the Notice of AGM it is proposed that Mr. Thomas Thune Andersen is appointed as Director and that the resignation of Mr. Ronny Johan Langeland is accepted. It is further proposed that the remaining Directors are re-appointed.

The Company would like to extend its appreciation to Mr. Langeland for his years of service as Director.

The Bye-Laws of the Company provide that the Directors' fees shall be determined by the Members in general meeting. It is proposed that the Directors be paid the fees in respect of the services rendered by them for the period from the 2016 AGM to the 2017 AGM as detailed in the Notice of AGM and report of the Nomination Committee dated 28 April 2016. The Nomination Committee further proposes that the Nomination Committee members be paid for their services and that each member be paid a remuneration of USD 3,500 for services rendered for the period from the 2016 AGM to the 2017 AGM.



The Audit Committee of the Board of Directors is charged with the responsibility to recommend the appointment of the Company's external auditors. In this connection, the Audit Committee has recommended that EY (Ernst & Young), be re-appointed as the Independent Auditors of the Company. Consistent with the Company's Bye-Laws, we also request that the Board of Directors be authorised to determine the remuneration of EY.

Enclosed with the Notice of the 2016 AGM, is a Form of Proxy for your shares to be represented at the 2016 AGM. The Nomination Committee's recommendations dated 28 April 2016 relating to appointment of Directors and remuneration to the Directors and the Nomination Committee is available on the Company's website at <http://www.bwoffshore.com/ir/corporate-news/>.

Members registered in the branch register of the Company maintained by Verdipapirsentralen ASA (the VPS) at 5:00pm (Bermuda time) on 16 May 2015 will be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time.

A Member entitled to vote at the 2016 AGM is entitled to attend in person or appoint a proxy to attend and to vote in its place. Members who wish to attend the 2016 AGM in person or by proxy must give notice to DNB Bank ASA by no later than 18 May 2016 at 10:00 am (Oslo time). A Member appointing a proxy must complete the Form of Proxy and submit the same to DNB Bank ASA.

All notices to DNB Bank ASA should be sent to the Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway, or by PDF attachment to e-mail vote@dnb.no.

The Company's Board of Directors recommends that you vote in favour of the matters to be considered at the 2016 AGM.

Singapore, 28 April 2016

On behalf of the Board of Directors

Mr. Andreas Sohmen-Pao
Chairman of the Board

Enclosures:

1. Notice of AGM
2. Form of Proxy
3. Recommendation from the Nomination Committee