



Proposal from the Nomination Committee of BW Offshore Limited for the Annual General Meeting to be held on 19 May 2016

1) NOMINATION COMMITTEE'S MANDATE AND COMPOSITION

The mandate of the Nomination Committee of BW Offshore Limited (the "**Company**") is outlined in the Nomination Committee Guidelines adopted by the General Meeting on 21 May 2015.

The Nomination Committee comprises Mr Andreas Sohmen-Pao (Chairman), Mr Bjarte Boe and Ms Elaine Yew.

2) THE WORK OF THE NOMINATION COMMITTEE

The Nomination Committee has met once since the Annual General Meeting in May 2015, and has in addition relied on e-mail and telephone conversations to conclude its work. The Nomination Committee has received the Board of Directors' performance evaluation for 2015, and used this as input in its review of the functioning of the Board of Directors, and to identify any potential competence gaps.

3) BOARD COMPOSITION – NOMINATION COMMITTEE'S RECOMMENDATION

The Company's Board of Directors currently consists of the following Directors:

Mr Andreas Sohmen-Pao (Chairman)
Mr Ronny Johan Langeland (Vice Chairman)
Mr Maarten R Scholten (Board member)
Mr Christophe Pettenati-Auziere (Board member)
Ms Clare Spottiswoode (Board member)
Mr Carsten Mortensen (Board member)

The profiles of all the Directors are presented on the Company's webpage.

In its assessment of the Board composition, the Nomination Committee seeks to comply with the considerations set out in the Norwegian Code of Practice for Corporate Governance concerning the composition of the Board of Directors. The Nomination Committee has based its assessments on the Board of Directors' own evaluation and input from the Chairman of the Board of Directors.

The Nomination Committee believes that the interests of the Company are best served by having a broadly based Board of Directors, with reference to experience, background and competence. While no specific competence gaps have been evident with the current Board composition, the committee would be in favour of strengthening the Board of Directors' oil and gas and/or technical experience going forward.

The Nomination Committee recommends that Mr Thomas Thune Andersen be appointed as Director to the Board. The Committee is of the opinion that the Board will be strengthened with relevant oil and gas/maritime expertise and experience with the appointment of Mr Thomas Thune Andersen. A description of the new candidate is provided in the following paragraph:

BW Offshore Limited

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Mr Thomas Thune Andersen, born 1955, has more than 35 years' experience in the shipping and oil industry, starting in the A.P. Møller-Mærsk Group, where he held various positions, including Chief Executive Officer of Mærsk Oil, Partner and Executive Vice President of A.P. Møller - Mærsk, as well as several other management positions. His board portfolio consists of directorship in several companies, both listed and private, mainly within the oil, energy and marine sector and related critical infrastructure. He is currently *inter alia* the Chairman of the board of DONG Energy A/S, Lloyd's Register Foundation and Lloyd's Register Group Services, a senior independent director of Petrofac Services Limited, and the Vice Chairman of the board of VKR Holding A/S. Prior to this Chairman in DeepOcean Holding BV and Scottish and Southern plc. Mr Andersen has attended Advanced Executive Programme, Economics at Harvard University and Senior Management Programme at Columbia University, and holds a Graduate Diploma in Foreign Relations (HD) from Copenhagen Business School. Mr Andersen is independent from the Company's management, major shareholders and principal business associates.

Mr Ronny Johan Langeland has informed the Nomination Committee that he wishes to resign as Director with effect from the conclusion of the Annual General Meeting on 19 May 2016. The Nomination Committee proposes that his resignation is accepted.

The Nomination Committee proposes the re-appointment of the following Directors:

| Director: | Period: |
|---------------------------------|---------|
| Mr Christophe Pettenati-Auziere | 2 years |
| Ms Clare Spottiswoode | 2 years |
| Mr Carsten Mortensen | 2 years |
| Mr Andreas Sohmen-Pao | 1 year |
| Mr Maarten R Scholten | 1 year |

All Directors have confirmed their candidacy for re-appointment.

4) BOARD REMUNERATION

The Nomination Committee proposes the following Board remuneration for the period from the date of the Annual General Meeting in 2016 until the Annual General Meeting in 2017:

| | |
|--|--|
| Chairman of the Board | USD 80,000 |
| Vice Chairman of the Board | USD 70,000 |
| Other Board members | USD 60,000 |
| Supplement for Chairman of the Audit Committee | USD 15,000 plus an additional travel and attendance fee of USD 2,500 per quarterly meeting |
| Supplement for other members of the Audit Committee | USD 10,000 plus an additional travel and attendance fee of USD 2,500 per quarterly meeting |
| Supplement for Chairman of the Remuneration Committee | USD 10,000 |
| Supplement for other members of the Remuneration Committee | USD 5,000 |



The Nomination Committee recommends that in the resolution to be adopted by the Annual General Meeting, it is stated that the remuneration relates to the period from the Annual General Meeting in 2016 until the Annual General Meeting in 2017, and that such Board remuneration is payable in May 2017.

5) REMUNERATION TO MEMBERS OF THE NOMINATION COMMITTEE

The Nomination Committee proposes that the remuneration to the members of the Nomination Committee for the period from the date of the Annual General Meeting in 2016 until the Annual General Meeting in 2017 be set at USD 3,500 to each member, including the Chairman.

On behalf of the Nomination Committee

Andreas Sohmen-Pao (Chairman)

28 April 2016