



**BW Offshore Limited**  
(the "Company")

**FORM OF PROXY FOR THE 2013 ANNUAL 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 Annual General Meeting to be held at 2pm (Brussels time) on 16 May 2013 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 Annual General Meeting of the members (as set out in the Notice of Annual General Meeting) as indicated below:

RESOLUTION	FOR	AGAINST	ABSTAIN
1. To determine that the number of Directors of the Company for the forthcoming year shall be TEN.			
2. To re-appoint the following Directors for the following terms:  a. Mr. Ronny Johan Langeland (for 2 years) b. Mr. Andreas Sohmen-Pao (for 2 years) c. Mr. Maarten R. Scholten (for 2 years) d. Dr. Helmut Sohmen (for 1 year) e. Mr. Christophe Pettenati-Auzière (for 1 year)	_____ _____ _____ _____ _____	_____ _____ _____ _____ _____	_____ _____ _____ _____ _____
3. 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 its discretion shall determine.			
4. To approve the annual fees payable to the Directors at the rate of USD 60,000 for the Directors (other than the Chairman and Deputy Chairman), USD 80,000 for the Chairman and USD 70,000 for the Deputy Chairman, plus an additional USD 10,000 per annum for Audit Committee members and USD 5,000 per annum for Nomination and Compensation 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.			
5. To approve the reappointment of Ernst & Young as auditor for the forthcoming year and to authorise the Directors to determine their remuneration.			

Signature: .....

Date: .....



**Notes:**

1. To be valid this Form of Proxy is to be received by DNB Bank ASA, Registrars Department, Oslo, not later than **14 May 2013 12:00 hours (Oslo time)**. The PO Box address of DNB Bank ASA is: DNB Bank ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway. Alternatively, the Form of Proxy can be sent by facsimile to DNB Bank ASA at (+ 47) 22 94 90 20 or by e-mail to [vote@dnb.no](mailto: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 Annual 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 Annual 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 Annual 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 Annual General Meeting and voting in person provided that the written notice of intention to attend has been received by DNB Bank ASA in accordance with Note 2 of the Notice of Annual General Meeting and the member has been duly issued with a power of attorney to attend the Annual General Meeting.