



BW Offshore Limited

NOTICE IS HEREBY GIVEN that the 2012 Annual General Meeting of the Members of BW Offshore Limited (the “Company”) will be held at the Mandarin Oriental Hyde Park Hotel, 66 Knightsbridge, London SW1X 7LA, United Kingdom on **9 May 2012 at 2pm** (London time) for the following purposes:

AGENDA

1. To confirm notice of the Annual General Meeting.
2. To receive the financial statements of the Company for the year ended 31 December 2011 and the auditors’ report thereon.
3. To determine that the number of Directors of the Company for the forthcoming year shall be TEN and that the number of Alternate Directors of the Company for the forthcoming year shall be TWO.
4. To re-appoint the following Directors and Alternate Directors as set out below:

<u>Directors:</u>	<u>Period:</u>	<u>Alternate Directors:</u>
Mr. Ronny Johan Langeland	1 year	
Mr. Andreas Sohmen-Pao	1 year	Mr. Michael Smyth
Mr. Maarten R. Scholten	1 year	
Dr. Helmut Sohmen	2 years	Mr. Michael Smyth
Mr. Christophe Pettenati-Auzière	2 years	
Ms. Carine Smith Ihenacho	2 years	

5. To authorise the Board of Directors to fill any vacancy in the number of Directors and Alternate Directors left unfilled for any reason at such time as the Board of Directors in its discretion shall determine.
6. 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.
7. To consider, and if thought fit, to approve the reappointment of Ernst & Young as auditor for the forthcoming year and to authorise the Directors to determine their remuneration.

BY ORDER OF THE BOARD

Dawna Ferguson
Company Secretary

Dated: 16 April 2012

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Note: As part of the Company’s environmental protection efforts in reducing the use of paper, it would no longer be sending printed copies of the BW Offshore Annual Report to members. A copy of the Annual Report may be accessed on the Company’s website at the following address (www.bwoffshore.com/IR). Members who wish to receive a printed copy of the Annual Report may submit a written request via electronic mail to bwoffshore@bwoffshore.com with the member’s full name and mailing address clearly indicated.



Notes:

1. Only those members entered on the register of members of the Company at 5.00pm (Bermuda time) on **6 May 2012** shall be entitled to attend and vote at the Annual 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 **6 May 2012** shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjournment thereof.
2. No member shall be entitled to attend the Annual 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 Bank ASA, Registrars Department, Stranden 21, 0021 Oslo, Norway, or by facsimile to (+ 47) **22 94 90 20** not later than **7 May 2012 12:00 hours Oslo Time**.
3. Every member entitled to attend and vote at the Annual 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 Annual General Meeting or any adjournment thereof may appoint more than one proxy.
4. To be valid, the form of proxy is to be received by DNB Bank ASA, Registrars Department, Oslo, not later than **7 May 2012 12:00 hours Oslo Time**. The PO Box address of DNB Bank ASA is: DNB Bank ASA, Registrars Department, Stranden 21, 0021 Oslo, Norway. Alternatively, the form of proxy can be sent by facsimile to DNB Bank ASA at (+ 47) **22 94 90 20** not later than the aforementioned date and time.
5. 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 Annual 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 Annual 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 Annual General Meeting or adjournment thereof.