



BW Offshore Limited

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting of the Members of BW Offshore Limited (the “Company”) will be held at the Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong, on **20 May 2014 at 2pm** (Hong Kong 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 2013 and the auditors’ report thereon.
3. To determine that the number of Directors of the Company for the forthcoming year shall be TEN.
4. To re-appoint the following Directors as set out below:

<u>Directors:</u>	<u>Period:</u>
Dr. Helmut Sohmen	2 years
Mr. Christophe Pettenati-Auzière	2 years
Ms. Clare Spottiswoode	2 years
Mr. Ronny Johan Langeland	1 year
Mr. Andreas Sohmen-Pao	1 year
Mr. Maarten R. Scholten	1 year

5. 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.
6. To appoint the following members of the Nomination Committee as set out below:

<u>Members:</u>	<u>Period:</u>
Mr. Andreas Sohmen-Pao (chairman)	2 years
Mr. Bjarte Bøe	2 years
Ms. Elaine Yew Wen Suen	2 years

7. To approve the guidelines for the Nomination Committee, a copy of which is available on the Company's website (see Note below).
8. 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, USD 5,000 per annum for Remuneration Committee members and USD 3,500 per annum for Nomination 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.

9. To consider, and if thought fit, to approve the reappointment of EY 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: 29 April 2014

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11

Bermuda

Notes:

1. Copies of the BW Offshore Annual Report, the proposed guidelines for the Nomination Committee and the résumés of the proposed members of the Nomination Committee may be accessed on the Company's website at the following address (www.bwoffshore.com/IR). Members who wish to receive printed copies of the Annual Report and the proposed guidelines for the Nomination Committee may submit a written request via electronic mail to bwoffshore@bwoffshore.com with the member's full name and mailing address clearly indicated.
2. Only those members entered on the register of members of the Company at 5.00pm (Bermuda time) on **15 May 2014** 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 **15 May 2014** 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 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 ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway, by facsimile to (+ 47) 24 05 02 56 or by e-mail to vote@dnb.no not later than **16 May 2014 12:00 hours (Oslo time)**.
4. 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.
5. To be valid, the form of proxy is to be received by DNB ASA, Registrars Department, Oslo, not later than **16 May 2014 12:00 hours (Oslo time)**. The PO Box address of DNB ASA is: DNB ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway. Alternatively, the form of proxy can be sent by facsimile to DNB ASA at (+ 47) 24 05 02 56 or 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 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.