



Dear Shareholder

The Annual General Meeting (the “2018 AGM”) of BW Offshore Limited (the “Company”) will be held at 86-90 Park Lane, London W1K 7TN, on 28 May 2018 at 11:00 am (London time).

The matters to be considered at the 2018 AGM are identified in the attached Notice of the 2018 AGM.

In accordance with Section 84 of the Companies Act 1981 of Bermuda, the audited consolidated financial statements of the Company for the year ended 31 December 2017, which were approved by the Board of Directors of the Company on 20 February 2018, will be presented at the 2018 AGM. Bermuda law does not require that such statements be approved by the members of the Company (the “Members”) in an annual general meeting only that they be laid before the Members at a 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 Bye-Laws of the Company (the “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 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 the current Directors whose terms expire at the end of the 2018 AGM be re-appointed for the respective terms set out therein.

The Bye-Laws 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 2018 AGM to the 2019 AGM as detailed in the Notice of AGM and report of the Nomination Committee dated 2 May 2018. The Nomination Committee further proposed 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 2018 AGM to the 2019 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 KPMG AS be appointed as the Independent Auditors of the Company. Consistent with the Bye-laws, it is proposed that the Board of Directors be authorised to determine the remuneration of KPMG AS.

**BW Offshore Limited**

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The Board of Directors proposes that the Members at the 2018 AGM approve the amendments to the Bye-Laws as set out in the redline version of the Bye-Laws in Appendix I to the Notice of the 2018 AGM, and adopt the thus amended Bye-Laws (the “Amended Bye-Laws”). The Company’s Bye-Laws were last updated in April 2006, and Board of Directors is of the view that it is timely update them generally to be in line with changes to the regulatory framework both in Bermuda and Norway since 2006.

The proposed amendments to the Bye-Laws inter alia include provisions to allow the Directors to take action to investigate the identity of persons who have an interest in the shares of the Company. The proposed provisions are in line with the Norwegian Public Limited Companies Act and the recently adopted EU directive, 2017/828 (Shareholder Rights Directive II), which inter alia sets forth requirements in relation to the companies' right to access to information about the shareholders, including information on the beneficial holders of shares through nominee shareholders.

Other key proposed amendments to the Bye-Laws include:

- (a) updates in order to further facilitate the Company’s maintenance of a branch register at the VPS in Oslo, whereby the register of members in Bermuda will reflect the VPS register and thus reflect a broader registered Member base; and
- (b) the designation and classification of the Directors of the Company into “Group A Directors” and “Group B Directors” for the purpose of making it clear that only half of the Board of Directors will retire and be re-appointed at each AGM. The Directors who are appointed for a 2-year term at this 2018 AGM until the conclusion of the 2020 AGM will be designated as the “Group A Directors”, while the Directors who were re-elected in the 2017 AGM to serve until the conclusion of the 2019 AGM would be designated as the “Group B Directors”.

Enclosed with the Notice of the 2018 AGM, is a Form for Members to be represented at the 2018 AGM by proxy. The Nomination Committee’s recommendations dated 2 May 2018 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/>.

Only those Members entered on the register of members of the Company at 5.00pm (Bermuda time) on 22 May 2018 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 22 May 2018 shall be disregarded in determining the rights of any person to attend and vote at the 2018 AGM or any adjournment thereof.



A Member entitled to vote at the 2018 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 2018 AGM in person or by proxy must give notice to DNB ASA by no later than 23 May 2018 at 12:00 noon (Oslo time). A Member appointing a proxy must complete the Form of Proxy and submit the same to DNB ASA. Please refer to the attached Notice of the 2018 AGM for detailed particulars in this regard.

All notices to DNB 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](mailto:vote@dnb.no).

The Company's Board of Directors recommends that you vote in favour of the matters to be considered at the 2018 AGM.

Singapore, 2 May 2018

On behalf of the Board of Directors

Mr. Andreas Sohmen-Pao  
Chairman of the Board

Enclosures:

1. Notice of AGM and Agenda (together with Appendix I)
2. Form of Proxy
3. Recommendation from the Nomination Committee