

BW Offshore Limited
(the "Company")

FORM OF PROXY FOR THE 2018 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 11:00am (London time) on 28 May 2018 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 dated 2 May 2018 (the "Notice")) 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. Christophe Pettenati-Auzière (for 2 years) b. Ms. Clare Spottiswoode (for 2 years) c. Mr. Carsten Mortensen (for 2 years)	 _____ _____ _____	 _____ _____ _____	 _____ _____ _____
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 Vice Chairman), USD 80,000 for the Chairman and USD 70,000 for the Vice Chairman, plus an additional USD 15,000 and USD 10,000 per annum for the Audit Committee Chairman and its members respectively, USD 10,000 and USD 5,000 per annum for the Remuneration Committee Chairman and its members respectively, 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.			
5. To consider, and if thought fit, to approve the appointment of KPMG AS as Auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Directors to determine their remuneration.			
6. To consider, and if thought fit, to approve the amendments to the bye-laws of the Company in the manner set forth in the redline version of the bye-laws in Appendix I of the Notice and to adopt the thus amended bye-laws of the Company (the "Amended Bye-laws") in substitution for and to the exclusion of all the existing bye-laws thereof.			

7. Subject to the adoption of the Amended Bye-laws, to consider, and if thought fit, approve the designation of the Directors in accordance with bye-laws 37 and 38 of the Amended Bye-laws, as follows:

a. Group A Directors:

(i) Mr. Christophe Pettenati-Auzière

(ii) Ms. Clare Spottiswoode

(iii) Mr. Carsten Mortensen

b. Group B Directors:

(i) Mr. Andreas Sohmen-Pao

(ii) Mr. Maarten R. Scholten

(iii) Mr. Thomas Thune Andersen

Signature:

Date:

Notes:

1. To be valid this Form of Proxy is to be received by DNB ASA, Registrars Department, Oslo, not later than **23 May 2018 12:00 noon (Oslo time)**. The address of DNB ASA is: DNB ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway. Alternatively, the Form of Proxy can be sent to DNB ASA by e-mail to 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 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.