



RECOMMENDATION FROM THE NOMINATION COMMITTEE OF BW OFFSHORE LIMITED TO THE ANNUAL GENERAL MEETING TO BE HELD ON 14 MAY 2021

1) NOMINATION COMMITTEE'S MANDATE AND COMPOSITION

The mandate of the Nomination Committee of BW Offshore Limited (the "**Company**") is outlined in the Nomination Committee Guidelines adopted by the General Meeting on 21 May 2015.

The Nomination Committee comprises Mr Andreas Sohmen-Pao (Chairman), Mr Bjarte Bøe and Ms Elaine Yew.

2) THE WORK OF THE NOMINATION COMMITTEE

The Nomination Committee has met once since the Annual General Meeting in May 2020. It has received the Board of Directors' performance evaluation for 2020, and used this as input in its review of the functioning of the Board of Directors, and to identify any potential competence gaps.

3) BOARD COMPOSITION – NOMINATION COMMITTEE'S RECOMMENDATION

The Company's Board of Directors currently consists of the following Directors, and their profiles are presented on the Company's webpage:

Mr. Andreas Sohmen-Pao (Chairman)
Mr. Maarten R Scholten (Board member)
Ms. Rebekka Glasser Herlofsen (Board member)
Mr. Carl Krogh Arnet (Board member)
Mr. René Kofod-Olsen (Board member)

In its assessment of the Board composition, the Nomination Committee seeks to comply with the considerations set out in the Norwegian Code of Practice for Corporate Governance concerning the composition of the Board of Directors. The Nomination Committee has based its assessment of the Board composition on the Board of Directors' own evaluation and input from the Chairman of the Board of Directors.

The Nomination Committee acknowledges that the interests of the Company are best served by having a broadly based Board of Directors, with reference to experience, background and competencies. The Nomination Committee has not identified any significant experience or capability gaps with the current Board composition.

Based on this, the Nomination Committee proposes the re-appointment of the following Directors:

Director:	Period:
Mr. Andreas Sohmen-Pao (Chairman)	2 years
Mr. Maarten R Scholten (Board member)	2 years
Mr. René Kofod-Olsen (Board member)	2 years

The Directors have confirmed their candidacy for re-appointment.

In addition, the Nomination Committee proposes to note the following Directors who were last elected (or re-elected) at the annual general meeting of the Company held in 2020 in accordance with the terms of such election (or re-election):

BW Offshore Limited

c/o Inchona Services Limited, Washington Mall Phase 2, 4th Floor, Suite 400, 22 Church Street, Hamilton HM 1189, Bermuda
Tel: +1 441 295 1422 Fax: +1 441 298 7800 www.bwoffshore.com



Director:	Period (remaining):
Ms. Rebekka Glasser Herlofsen (Board member)	1 year
Mr. Carl Krogh Arnet (Board member)	1 year

As the majority of the Board is made up of independent directors, the Nomination Committee is of the opinion that there are adequate safeguards in place to prevent an uneven concentration of power, authority and decision making in a single individual. In addition, the Nomination Committee notes that the Company has established four Board committees, which are chaired by or comprise of independent members, to help ensure more independent preparation of matters for discussion by the Board.

4) BOARD REMUNERATION

The Nomination Committee proposes the following Board remuneration for the period from the date of the Annual General Meeting in 2021 until the Annual General Meeting in 2022:

Board	
Chairman of the Board	USD 80,000
Other Board members	USD 65,000
Audit Committee	
Supplement for Chairman of the Audit Committee	USD 10,000 plus an additional travel fee of USD 2,500 per meeting, if applicable.
Supplement for other members of the Audit Committee	USD 5,000 plus an additional travel fee of USD 2,500 per meeting, if applicable.
Compensation Committee	
Supplement for Chairman of the Compensation Committee	USD 10,000
Supplement for other members of the Compensation Committee	USD 5,000
Technical and Commercial Committee	
Supplement for Chairman of the Technical and Commercial Committee	USD 10,000 plus an additional travel fee of USD 2,500 per meeting, if applicable.
Supplement for other members of the Technical and Commercial Committee	USD 5,000 plus an additional travel fee of USD 2,500 per meeting, if applicable.

5) REMUNERATION TO MEMBERS OF THE NOMINATION COMMITTEE

The Nomination Committee proposes that the remuneration to the members of the Nomination Committee for the period from the date of the Annual General Meeting in 2021 until the Annual General Meeting in 2022 remains at USD 2,500 for each member, including the Chairman.

On behalf of the Nomination Committee

Andreas Sohmen-Pao (Chairman)

15 April 2021