



Dear Shareholder

The Annual General Meeting (the “2020 AGM”) of BW Offshore Limited (the “Company”) will be held at Washington Mall Phase 2, 4th Floor, Suite 400, 22 Church Street, HM 1189, Hamilton HM EX, Bermuda, on 18 May 2020 at 9:00 a.m. (Bermuda time). The matters to be considered at the 2020 AGM are identified in the attached Notice of the 2020 AGM (the “Notice”).

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 2019, which were approved by the Board of Directors of the Company on 27 February 2020, will be presented at the 2020 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/>.

According to the Bye-laws of the Company (the “Bye-laws”) and pursuant to the 2019 AGM, the Directors of the Company are designated as either Group A Directors or Group B Directors for the purpose of retirement by rotation. At the 2019 AGM, the Group B Directors were re-appointed to serve until the conclusion of the 2021 AGM. As the term of the Group A Director expires at the end of the 2020 AGM, and in accordance with the Nomination Committee’s recommendations dated 20 April 2020, it is recommended that the Group A Director be re-appointed to serve until the conclusion of the 2022 AGM.

As detailed in the Notice, Mr. Christophe Pettenati-Auzière and Ms. Clare Spottiswoode have informed the Company that they are not available for re-appointment. In view of their retirement at the 2020 AGM, it is proposed that Ms. Rebekka Glasser Herlofsen be appointed as a Group A Director of the Company. The Company would like to extend its appreciation to Mr. Christophe Pettenati-Auzière and Ms. Clare Spottiswoode for their years of service as Directors. Details on the Nomination Committee’s recommendations dated 20 April 2020 relating to appointment and re-appointment of Directors are available on the Company’s website at <http://www.bwoffshore.com/ir/corporate-news/>.

The Corporate Governance Policy provides that the Board shall consist of between five to ten Directors. It is recommended that the number of Directors of the Company shall be up to eight. The Board of Directors in previous years has requested that the Members authorise the Board to fill in any vacancy in the number of Directors left unfilled. However, the Board has determined that it would be in the Company’s interest not to seek such authorisation from its Members at the 2020 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 re-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.

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 (including work rendered by them in any sub-committees of the Board) for the period from the 2020 AGM to the 2021 AGM as detailed in the Notice and report of the Nomination Committee dated 20 April 2020. 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 2,500 for services rendered for the period from the 2020 AGM to the 2021 AGM.

The Board of Directors do not propose any amendments/revisions to the Guidelines for Executive Remuneration adopted at the 2019 AGM and a copy of the Guidelines for Executive Remuneration is available on the Company's website at <https://www.bwoffshore.com/ir/corporate-governance/>.

The Board of Directors recommends that the Members at the 2020 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, and adopt the thus amended Bye-laws (the "Amended Bye-Laws"). The proposed amendments to the Bye-laws are mainly for clarification purposes and better alignment with the positions under Bermuda law as certain wordings in the Bye-laws may have been unclear or ambiguous.

Pursuant to the Company's Bye-laws, the Board of the Company is authorised to declare dividends to its Members. The Board proposes that the Company's Dividend Policy, last amended in 2016, be amended to reflect the Company's target to reinstate the payment of dividends to its Members. The Board recommends that the Members at the 2020 AGM approve the revised Dividend Policy of the Company as set out in Appendix II to the Notice.

Enclosed with the Notice, is a Form of Proxy for Members to be represented at the 2020 AGM by proxy.

Only those Members entered on the register of members of the Company at 5.00 p.m. (Bermuda time) on 13 May 2020 shall be entitled to attend and vote at the 2020 AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members of the Company after 5.00 p.m. (Bermuda time) on 13 May 2020 shall be disregarded in determining the rights of any person to attend and vote at the 2020 AGM or at any adjournment thereof.



A Member entitled to attend and vote at the 2020 AGM or at any adjournment thereof is entitled to appoint a proxy to attend and to vote in his stead on a show of hands or on a poll. A Member appointing a proxy must complete the Form of Proxy and submit the same to DNB ASA. Please refer to the attached Notice for detailed particulars in this regard.

The Company's Board of Directors recommends that you vote in favour of the matters to be considered at the 2020 AGM.

Singapore, 23 April 2020

On behalf of the Board of Directors

Mr. Andreas Sohmen-Pao (Chairman)

Enclosures:

1. Notice of the 2020 AGM
2. Form of Proxy
3. Recommendation from the Nomination Committee
4. Appendix I of the Notice - Amended Bye-laws
5. Appendix II of the Notice – Revised Dividend Policy 2020