



MINUTES of the 2024 ANNUAL GENERAL MEETING of the Members of BW Energy Limited (the “Company”) held at 18 Rebecca Road, Southampton, SN04, Bermuda on 21 May 2024 at 9:30 a.m. Bermuda time.

PRESENT:

Mr. Andreas Sohmen-Pao
(as Director of the Company,
as Chair of the meeting and
as proxy holder representing 221,564,413 shares)

Ms. Ana Lucia Pocas Zambelli
(as Director of the Company)

Mr. Carl Krogh Arnet
(as CEO of the Company and
as proxy holder representing 3,881,010 shares)

Ms. Susan Barit
(as Secretary of the Company and
as Secretary of the meeting)

Ms. Tara Leiter
(as Assistant Secretary of the Company)

Mr. Michael Gerard Smyth
(as proxy holder representing 25,000 shares)

Mr. Darrell McKenna
(by invitation)

Mr. Alan Dowokpor
(by invitation)

1. **CHAIR**

The Chair of the Board, Mr. Andreas Sohmen-Pao, chaired the meeting and Ms. Susan Barit acted as Secretary to the meeting.

2. **CONFIRMATION OF NOTICE AND QUORUM**

The Chair of the meeting confirmed that the notice of the meeting dated 29 April 2024 (the “Notice”) had been given to all Members of the Company and that a quorum as required under the Bye-laws of the Company was present.

3. **FINANCIAL STATEMENTS AND THE AUDITOR’S REPORT**

NOTED THAT the financial statements of the Company for the financial year ended 31 December 2023 together with the Auditor’s report thereon, were received at the meeting.

BW Energy Limited

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4. **DIRECTORS**

RESOLVED THAT the number of Directors of the Company shall be up to eight.

FOR	AGAINST	ABSTAIN
225,460,109	10,314	Nil

5. **APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**

RESOLVED THAT:

- a) Mr. Darrell McKenna be and is hereby elected as a Director for a period of 1 year.

FOR	AGAINST	ABSTAIN
225,294,001	176,422	Nil

- b) Mr. Alan Dowokpor be and is hereby elected as a Director for a period of 1 year.

FOR	AGAINST	ABSTAIN
225,221,109	249,314	Nil

- c) Mr. Andreas Sohmen-Pao be and is hereby re-elected as a Director (Chair) for a period of 1 year.

FOR	AGAINST	ABSTAIN
217,374,426	8,095,997	Nil

- d) Mr. William Russell Scheirman II be and is hereby re-elected as a Director for a period of 1 year.

FOR	AGAINST	ABSTAIN
225,397,531	72,892	Nil

- e) Ms. Hilde Drønen be and is hereby re-elected as a Director for a period of 1 year.

FOR	AGAINST	ABSTAIN
225,397,531	72,892	Nil

- f) Ms. Ana Lucia Pocas Zambelli be and is hereby re-elected as a Director for a period of 1 year.

FOR	AGAINST	ABSTAIN
225,397,531	72,892	Nil



6. **REVISED GUIDELINES FOR THE NOMINATION COMMITTEE**

RESOLVED THAT the revised Guidelines for the Nomination Committee, in the form as set out in Appendix A of the Notice of Annual General Meeting, be and is hereby approved.

FOR 225,413,488	AGAINST 56,935	ABSTAIN Nil
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7. **DIRECTORS' FEES**

RESOLVED THAT approval be and is hereby given for the Directors to be paid annual fees at the rate of USD 65,000 for the Directors (other than the Chair), USD 80,000 for the Chair, plus an additional USD 10,000 and USD 5,000 per annum for the Audit Committee Chair and its members respectively, USD 10,000 and USD 5,000 per annum for the Remuneration Committee Chair and its members respectively, USD 2,500 per annum for the Nomination Committee Chair and its members, and USD 10,000 and USD 5,000 per annum for the Technical and Commercial Committee Chair and its members respectively, plus an additional travel fee of USD 2,500 per meeting to each member of the Audit Committee and Technical and Commercial Committee, if applicable.

FOR 225,470,423	AGAINST Nil	ABSTAIN Nil
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8. **AUDITOR**

RESOLVED THAT KPMG AS be and is hereby re-appointed as Auditor of the Company to hold office until the conclusion of the next annual general meeting and the Directors be and are hereby authorised to determine their remuneration.

FOR 225,470,423	AGAINST Nil	ABSTAIN Nil
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9. **CLOSE**

There being no further business, the proceedings then concluded.

Mr. Andreas Sohmen-Pao
Chair