



RECOMMENDATIONS FROM THE NOMINATION COMMITTEE OF BW ENERGY LIMITED (THE “COMPANY”) TO THE ANNUAL GENERAL MEETING TO BE HELD ON 22 MAY 2023

NOMINATION COMMITTEE’S MANDATE AND COMPOSITION

The mandate of the Nomination Committee of BW Energy Limited is outlined in the Nomination Committee Guidelines adopted by the General Meeting of the Company held on 19 May 2020.

The Nomination Committee currently comprises Ms. Sophie Smith (Chair), Mr. Bjarte Bøe and Ms. Elaine Yew Wen Suen. A description of the profiles of the members of the Nomination Committee can be accessed at the Company’s website at <https://www.bwenergy.no/about-us/leadership/>.

THE WORK OF THE NOMINATION COMMITTEE

The Nomination Committee has met once since the Annual General Meeting of the Company in May 2022 and has in addition, relied on e-mail and telephone conversations to conclude its work. It has received the Board of Directors’ performance evaluation for 2022 and used this, and dialogue with members of the Board, as input in its review of the functioning of the Board of Directors, and to identify any potential competence gaps.

In its assessment of the Board composition, the Nomination Committee has taken account of views expressed therein while at the same time seeking 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 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 specific experience or capability gaps with the current Board composition.

BOARD COMPOSITION – NOMINATION COMMITTEE’S RECOMMENDATIONS

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 (Chair)
Mr. Marco Beenen (Board member)
Ms. Hilde Drønen (Board member)
Mr. Tormod Vold (Board member)
Mr. William Russell Scheirman II (Board member)

In connection with the Annual General Meeting of the Company to be held on 22 May 2023, the Nomination Committee submits the following unanimous proposals:

1. Election of Directors

The Nomination Committee proposes that the following Directors, being eligible and having consented to act, be re-elected until the Annual General Meeting of the Company to be held in 2024:

BW Energy Limited

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Director:	Period:
Mr. Andreas Sohmen-Pao (Chair)	1 year
Mr. Marco Beenen (Board member)	1 year
Ms. Hilde Drønen (Board member)	1 year
Mr. Tormod Vold (Board member)	1 year
Mr. William Russell Scheirman II (Board member)	1 year

The Directors have confirmed their candidacy for re-appointment.

The Nomination Committee proposes to appoint an additional member on the Board of Directors:

Director:	Period:
Ms. Ana Zambelli	1 year

Ms. Ana Zambelli was a Managing Director of Brookfield Private Equity Inc, responsible for business operations in Brazil. She has more than 23 years of international experience in the oil and gas industry.

Ms. Zambelli is currently a board member at Seadrill and the head of the Diversity Committee of the Brazilian Petroleum Institute (IBP). She also has been a board member of a wide range of companies within the energy sector including Petrobras and Braskem and in other industries. Her previous experience also includes senior executive roles within Maersk Drilling, Transocean and Schlumberger.

Ms. Zambelli holds a Master of Science Degree from Heriot-Watt University in Scotland, a Bachelor of Science degree from the Federal University of Rio de Janeiro and post graduate certifications from Columbia University and MIT.

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.

2. Board Remuneration

The Nomination Committee has reviewed the remuneration of the Board and compared it to relevant statistics from other companies listed on the Oslo Stock Exchange. This review has led to a conclusion that the remuneration shall remain unchanged for the forthcoming year, save for the remuneration of the members of the Board (other than the Chair), which shall be increased from USD 60,000 to USD 65,000 for the period from the date of the Annual General Meeting in 2023 until the Annual General Meeting in 2024.

The Nomination Committee proposes the following Board remuneration for the period from the date of the Annual General Meeting in 2023 until the Annual General Meeting in 2024:



Board	
Chair of the Board	USD 80,000
Other Board members	USD 65,000
Audit Committee	
Supplement for Chair 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
Remuneration Committee	
Supplement for Chair of the Remuneration Committee	USD 10,000
Supplement for other members of the Remuneration Committee	USD 5,000
Technical and Commercial Committee	
Supplement for Chair 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

3. 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 2023 until the Annual General Meeting in 2024 remains at USD 2,500 to each member, including the Chair.

Singapore, 28 April 2023

On behalf of the Nomination Committee

Sophie Smith
Chair of the Nomination Committee