BW Offshore Limited
(the "Company")

FORM OF PROXY FOR THE 2019 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 12:00 noon (Bermuda time) on 20 May 2019 and at any postponement or adjournment thereof as indicated below in respect of the resolutions set out herein or, in the absence of any such indication or in respect of any other matter that may properly come before the Annual General Meeting, as 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 26 April 2019) as indicated below:

RESOLUTION	**FOR**	**AGAINST**	**ABSTAIN**
1. To re-appoint the following Group B Directors for the following terms: a. Mr. Andreas Sohmen-Pao (for 2 years) b. Mr. Maarten R. Scholten (for 2 years)	 _____ _____	 _____ _____	 _____ _____
2. To appoint Mr. René Kofod-Olsen as a Group B Director of the Company for a period of 2 years.			
3. To appoint Mr. Carl Krogh Arnet as a Group A Director of the Company for a period of 1 year.			
4. To determine that the maximum number of Directors of the Company for the forthcoming year shall be eight.			
5. 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 their discretion shall determine.			
6. To approve the annual fees payable to the Directors and Committee members as reflected in Agenda 9 of the Notice of Annual General Meeting.			
7. To approve the re-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.			

Signature: .... Date: ………………………..

Notes:

1. To be valid this Form of Proxy must be received by DNB ASA, Registrars Department, Oslo, not later than **12:00 noon (Oslo time)** on **16 May 2019**. The address of DNB ASA is: DNB ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway. Alternatively, this 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 this 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 postponement or 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 postponement or adjournment thereof. The proxy holder shall have discretion to vote the Shares on any other matters as may otherwise properly come before the Annual General Meeting or any postponement or 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 this Form of Proxy in accordance with Note 1 hereof.

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, this Form of Proxy should be signed either by a duly authorised officer or attorney (in accordance with Note 4 hereof) or be completed under its common seal.

8. If a member wishes to vote for or against the appointment or 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.