TGS

Ref no: **PIN code:**

Last name, First name

Address 1

Address 2

City, Postal code

Country

Notice of ordinary General Meeting

An ordinary General Meeting of TGS-NOPEC Geophysical Company ASA will be held on 4 June 2013 at 5 p.m. at Hotel Continental, Stortingsgata 24/26 in Oslo, Norway.
NB! Registration date: 28 May 2013.

If the above-mentioned shareholder is an enterprise, it will be represented by:

____
Name of enterprise's representative
(To grant a proxy, use the proxy form below)

Notice of attendance/voting prior to the meeting

The undersigned will attend the ordinary General Meeting on 4 June 2013 and vote for:

	________________	Own shares
	________________	Other shares in accordance with enclosed Power of Attorney
A total of	________________	Shares

This notice of attendance must be received by DNB Bank ASA no later than 2 p.m. on 31 May 2013. **Notice of attendance may be sent electronically through the Company's website www.tgs.com or through VPS Investor Services. Advance votes** may only be cast electronically, through the Company's website www.tgs.com or through VPS Investor Services. To access the electronic system for notification of attendance and advance voting through the Company's website, the above-mentioned reference number and PIN code must be stated. It may also be sent by e-mail: genf@dnb.no. Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway or faxed to +47 22 48 11 71

______________________ ____

Place Date Shareholder's signature
(If attending personally. To grant a proxy, use the form below)

Proxy (without voting instructions) Ref no: PIN code:

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the ordinary General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chair of the Board of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 2 p.m. on 31 May 2013.
The proxy may be sent electronically through TGS-NOPEC Geophysical Company ASA's website www.tgs.com, or through VPS Investor Services. It may also be sent by e-mail: genf@dnb.no Post to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway, or fax to +47 22 48 11 71.

The undersigned ___________________________
hereby grants (tick one of the two):

☐ the Chair of the Board of Directors (or a person authorised by him),

☐ attorney-at-law Arne Didrik Kjørnæs, or

☐ ____
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the ordinary General Meeting of TGS-NOPEC Geophysical Company ASA on 4 June 2013.

______________________________ __________ ______________________________

Place Date Shareholder's signature
(Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

Proxy (with voting instructions) Ref no: PIN code:

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the ordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chair of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 2 p.m. on 31 May 2013.
It may be **sent by e-mail: genf@dnb.no** /regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway, or faxed to +47 22 48 11 71.

The undersigned: ____________________________________
hereby grants (tick one of the two):

☐ the Chair of the Board of Directors (or a person authorised by him),

☐ Attorney-at-law Arne Didrik Kjørnæs, or

☐ ______________________________________
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the ordinary General Meeting of TGS-NOPEC Geophysical Company ASA on 4 June 2013.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda ordinary General Meeting 2013	For	Against	Abstention
1. Election of a meeting chairman and a person to co-sign the minutes	☐	☐	☐
2. Approval of the notice and the agenda	☐	☐	☐
3. Approval of:	-	-	-
a) the annual accounts and annual report for 2012	☐	☐	☐
b) the board's proposal on dividend	☐	☐	☐
4. Approval of auditor's fee	☐	☐	☐
5. Election of directors:	-	-	-
a) Henry H. Hamilton III – chairman	☐	☐	☐
b) Dr. Colette Lewiner – board member	☐	☐	☐
c) Elisabeth Harstad – board member	☐	☐	☐
d) Mark Leonard – board member	☐	☐	☐
e) Bengt Lie Hansen – board member	☐	☐	☐
f) Vicki Messer – board member	☐	☐	☐
g) Tor Magne Lønnum – board member	☐	☐	☐
6. Approval of directors' fee	☐	☐	☐
7. Approval of compensation to the nomination committee	☐	☐	☐
8. Election of members to the nomination committee:	-	-	-
a) Tor Himberg-Larsen – chairman	☐	☐	☐
b) Christina Stray – member	☐	☐	☐
9. Statement on corporate governance	-	-	-
10. Renewal of authority to acquire the company's shares	☐	☐	☐
11. Advisory vote on the board's guidelines on compensation to the executive managers	☐	☐	☐
12. Approval of 2013 stock option plan and resolution to issue free standing warrants	☐	☐	☐
13. Authority to increase the share capital	☐	☐	☐

_______________________________ ____________ ____

Place | Date | Shareholder's signature
(**Only for granting proxy with voting instructions**)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.