

Ref no:

PIN code:

### Notice of ordinary General Meeting

An ordinary General Meeting of TGS-NOPEC Geophysical Company ASA will be held on 3 June 2014 at 5 p.m. at Hotel Continental, Stortingsgata 24/26 in Oslo, Norway  
**NB! Record date: 26 May 2014.**

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 3 June 2014 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 30 May 2014.

**Notice of attendance may be sent electronically through the Company's website [www.tgs.com](http://www.tgs.com) or through VPS Investor Services.** Notice of attendance may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no), or by regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

**Advance votes may only be cast electronically, through the Company's website [www.tgs.com](http://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.

|       |      |                                                                                            |
|-------|------|--------------------------------------------------------------------------------------------|
| Place | Date | Shareholder's signature<br>(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 30 May 2014.

**The proxy may be sent electronically through the company's website [www.tgs.com](http://www.tgs.com), or through VPS Investor Services.** It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no), or by regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned \_\_\_\_\_  
 hereby grants (tick one of the three):

- ☐ the Chair of the Board of Directors (or a person authorised by him),
- ☐ attorney-at-law Arne Didrik Kjørnæs (or a person authorised by him), 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 3 June 2014.

|       |      |                                                                   |
|-------|------|-------------------------------------------------------------------|
| Place | Date | Shareholder's signature<br>(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.

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 30 May 2014.

**E-mail:** [genf@dnb.no](mailto:genf@dnb.no) (scanned). **Regular mail:** DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned: \_\_\_\_\_

hereby grants (tick one of the three):

- ☐ the Chair of the Board of Directors (or a person authorised by him),
- ☐ attorney-at-law Arne Didrik Kjørnæs (or a person authorised by him), 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 3 June 2014.

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 2014                                                                                                                           | For                      | Against                  | Abstention               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. Election of Arne Didrik Kjørnæs to chair the meeting and election of a person to sign the minutes of the General Meeting together with the meeting chairman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of the notice and agenda for the meeting                                                                                                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of:                                                                                                                                                |                          |                          |                          |
| a. the Annual Accounts and Annual Report (including presentation of auditor's report)                                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The Board of Directors' proposal to distribute dividend for 2013 of NOK 8.5 per share                                                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approval of the auditor's fee                                                                                                                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Election of directors                                                                                                                                       |                          |                          |                          |
| a. Henry H. Hamilton III, Chairman                                                                                                                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b. Dr. Colette Lewiner                                                                                                                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c. Elisabeth Harstad                                                                                                                                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| d. Mark Leonard                                                                                                                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| e. Bengt Lie Hansen                                                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| f. Vicki Messer                                                                                                                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| g. Tor Magne Lønnum                                                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approval of directors' fee for the period 4 June 2014 to the ordinary general meeting in June 2015                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approval of compensation to the members of the nomination committee for the period 5 June 2013 to 4 June 2014                                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Election of member to the nomination committee                                                                                                              |                          |                          |                          |
| a. Jarle Sjø, member                                                                                                                                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Statement on corporate governance in accordance with section 3-3b of the Norwegian Accounting Act                                                           |                          |                          |                          |
| 10. Renewal of authority to acquire the company's shares                                                                                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Reduction of share capital by cancellation of treasury shares and amendment of the articles section 5                                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Advisory vote on the board of directors' declaration relevant to the guidelines for determination of compensation to executive personnel                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. Approval of long-term incentive stock plan and resolution to issue free-standing warrants                                                                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. Authority to increase the share capital                                                                                                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Place

Date

Shareholder's signature  
(Only for granting proxy with voting instructions)