

To the Shareholders of TGS-NOPEC Geophysical Company ASA

NOTICE OF EXTRAORDINARY GENERAL MEETING 2008

(updated per August 26th 2008)

The extraordinary General Meeting of TGS-NOPEC Geophysical Company ASA will be held on September 2, 2008 at Shippingklubben, Haakon VII's gate 1, Oslo, at 15.00 hrs.

The Chairman of the Board of Directors Claus Kampmann will open the meeting, ref. the Public Limited Companies Act Section 5-12(1), and register the shareholders present in person or by proxy, ref. Public Limited Companies Act Section 5-13.

The Board of Directors has proposed the following agenda:

- 1 Election of a chairman of the meeting and election of a person to sign the minutes of the General Meeting together with the chairman**
- 2 Approval of the notice and agenda for the meeting**
- 3 Information on the merger process with Wavefield Inseis ASA**

See appendix 1

- 4 Motion to resolution regarding merger between TGS and Wavefield Inseis ASA**

Resolution to drop the demand for implementation of the merger and to claim indemnity from Wavefield Inseis ASA for the financial loss TGS has suffered as a result of Wavefield Inseis ASA unlawfully has breached the merger plan

The Board of Directors proposes the following resolution:

"The Extraordinary General Meeting in TGS approves the Board of Director' proposal to withdraw the demand to implement the merger in the arbitration case with Wavefield Inseis ASA, and to concentrate on putting forward the indemnity claim against Wavefield Inseis ASA in the arbitration process.

The Board of Directors has authority to reach a settlement with Wavefield Inseis ASA concerning the size of the indemnity claim."

Attendance

Shareholders wishing to be represented by a proxy holder can give proxy to a named person or in blanco. In the latter case the Company will appoint the Chairman or the CEO as proxy holder. Please use the enclosed form of proxy. The proxy must be presented at the Extraordinary General Meeting. The proxy and annual accounts etc are available at www.tgsnopec.com.

Shareholders wishing to attend the Extraordinary General Meeting, either in person or by proxy, are requested to send in the enclosed form of registration to the Company by telefax number: +47 66 76 99 15, attention Chief Financial Officer Arne Helland, no later than September 1, 2008 at 15.00 hrs. This is due to practical reasons.

Questions may be addressed to Arne Helland at telephone +47 66 76 99 00.

Asker, August 26, 2008

The Board of Directors of

TGS-NOPEC Geophysical Company ASA

REGISTRATION FORM FOR ATTENDANCE TO THE GENERAL

The undersigned shareholders of TGS-NOPEC Geophysical Company ASA will attend the Company's general meeting on September 2, 2008 and vote for the shares.

Name of shareholders: _____

Attending representative: _____

(To be filled in if the shareholder is an organization or if the shareholder is attending by proxy.)

Number of shares: _____

Signature: _____

Place/date

Signature (repeated in block letters)