

Minutes from Ordinary Shareholders Meeting

On 18 June 2003 ordinary shareholders meeting took place in TGS-NOPEC Geophysical Company ASA in Shippingklubben in Oslo, Haakon VII's gate 1 at 10 hrs.

The following was on the agenda:

1 Opening of the general meeting

The general meeting was opened by the chairman of the Board of Directors, David Worthington, who briefly explained how the meeting would proceed.

He presented a list over shareholders present, showing that of in total 24,778,380 shares, in total 8.645.864 shares and votes were present, of which 6,468,126 shares were present by the shareholder in person, and 2,177,738 shares were present by proxy, in total 2,177,738 shares.

2 Election of chairman of the meeting and election of a person to sign the minutes for the general meeting

David Worthington was unanimously elected to chair the meeting, and Per Gunnar Rymer present authorised by Folketrygdfondet was elected to sign the minutes from the shareholders meeting together with the chairman of the meeting.

3 Approval of the notice and the agenda of the meeting

The chairman asked if there were any comments to the notice or the agenda for the meeting. There were no comments, and the notice and the agenda were unanimously approved.

4 Approval of annual accounts and annual report, hereunder resolution relevant to distribution of dividend

The financial director of the company explained the 2002 results and described the board's proposal for how to distribute the annual profit, hereunder that it would be proposed that dividend would not be paid out for 2002. There were no comments to the proposal and the proposal was unanimously approved.

5 Determination of directors fee

The chairman explained the proposal from the Board to fix the directors fee in the company at an amount of in total NOK 825,000, NOK 150,000 to each of the four directors, and NOK 225,000 to the chairman of the Board of Directors. The CEO and director Hank Hamilton shall not receive a fee since he has an employment contract with the company. The fee will be paid for the period from July 2002 and up and to including June 2003. There were no objections to the proposal and it was unanimously agreed.

6 Approval of auditors fee

The chairman explained that the fee to the auditor for audit for 2002 amounts to NOK 346,000, and the proposal to pay this fee was unanimously resolved.

7 Resolution to give authority to the Board of Directors to acquire the company's own shares

On the basis that the authority given to the Board of Directors last year to purchase up to 10 % of the shares in the Company has been used and will expire 11 December 2003, the Board of Directors proposed that the shareholders resolve to cancel the existing authority and replace it with a new authority to expire 18 December 2004.

The Board of Directors proposed that the shareholders grant the Board of Directors a new authority to acquire the Company's own shares for an aggregate face value of NOK 15,000,000, provided that the face value of the aggregate holding of the Company's shares at no time shall exceed 10 % of the Company's share capital. The limit for the aggregate face value is proposed on the background that the Board of Directors shall have the possibility to acquire own shares several times provided the necessary number of already purchased shares are sold.

The purpose of the authority is to enable the board to use own shares as contribution in connection with mergers and acquisitions. In addition the board may buy own shares if the company becomes the target of an unfriendly acquisition. The authority may also be used in connection with stock option agreements with employees.

The Board of Directors proposed the following resolution:

- 7.1 *The authority given to the Board of Directors last year to purchase the Company's own shares is hereby cancelled.*
- 7.2 *The Board of Directors of the Company is hereby authorised to acquire, on behalf of the Company, the Company's own shares for an aggregate face value of NOK 15,000,000, provided that the aggregate face value of own shares shall at no time exceeds 10 % of the Company's share capital.*
- 7.3 *The price to be paid per share shall be minimum NOK 1 and maximum NOK 1,000, always provided that the price shall not exceed the price as quoted on the stock exchange at the time of the acquisition plus 5 %.*
- 7.4 *Acquisition and sale of the Company's own shares can take place in the manner which the Board of Directors considers to be in the Company's best interest, but not through subscription of new shares.*
- 7.5 *This authority shall be valid for 18 months from the resolution by the Shareholders' Meeting, to 18 December 2004.*
- 7.6 *This authority may also be used if the Company becomes a target in a take-over bid, see the Securities Trading Act § 4-17.*

Proposal approved by 2/3 majority in favour.

8 Resolutions to issue free-standing warrants

The Board proposed that in connection with a stock option program 2003 for the benefit of key-employees, the Company shall secure the options to be granted by one shareholders' resolution to issue free-standing warrants; to be subscribed for by the optionees, the key-employees before to 30 June 2004:

- 8.1 *The Company shall issue minimum 20,000 and maximum 1,000,000 warrants with rights to subscribe for minimum 20,000 and maximum 1,000,000 shares, at a face value of NOK 1 each.*
- 8.2 *The warrants may be subscribed for by employees who are granted and enter into stock option agreements with the Company and the existing shareholders shall not have preferred rights to subscribe for warrants pursuant to the Public Limited Companies Act.*
- 8.3 *Warrants shall be subscribed for on a subscription form when entering into and signing the stock option agreements to take place at the latest 30 June 2004. The employees shall not pay for the warrants issued.*
- 8.4 *The price to be paid for the shares issued on the basis of the warrants shall be the price as set out in the underlying stock option agreements which constitute the basis for subscription of the warrants, and which shall be at least the stock exchange value of the shares the day before the share options are granted.*
- 8.5 *The right to request the issuance of shares under the warrants follows from the separate stock option agreements but so that no warrant can be exchanged for shares later than 18 June 2008*
- 8.6 *The holder of the warrant shall not have rights as shareholder with regard to capital increase, capital reductions, new resolutions on issue of warrants, dissolution, merger, demerger or reorganisation, except with respect to shares that have been issued to and paid for by the warrant holder.*
- 8.7 *Shares issued on the basis of the warrants shall give right to dividend declared in the year the shares are issued.*
- 8.8 *As part of the employee stock option plan the warrants cannot be transferred other than as provided for in the underlying stock option agreements and any outstanding warrants shall be transferred back to the Company as and when the right to exercise the right to request shares in exchange for the warrants is lost pursuant to the underlying stock option agreement.*

Proposal approved by 2/3 majority in favour (411.768 votes against according to proxy).

9 Resolution to give the Board of Directors a new authority to increase the share capital

On the basis that the previous authority given to the Board of Directors in the ordinary shareholders meeting in June 2001 to increase the share capital expired on 12 June this year, the Board has proposed a new authority. The Board has in the notice calling the meeting proposed an authority to the Board to increase the share capital with up to 50 % of today's issued capital, to give the right to issue up to 156,702 new shares to fulfil stock option agreements with employees from 1997, and to issue new shares in connection with mergers, acquisitions and any hostile take-over bids on the company.

Prior to the meeting, shareholders have objected that the proposal is too extensive. The board therefore proposed that the authority is limited so that the authority may not be used as a defence in a situation where the shares in the company become a target of an unfriendly take over bid, see § 4-17 of the Securities Trading Act.

The new proposal from the Board was discussed and shareholders pointed out that authority to increase the capital with up to half of the issued capital as of today is unusual. Based on the trust the shareholders have in the Board of the Company, earned from amongst other the experience with previous identical authorities, the shareholders proposed that the Board be authorised to increase the capital with up to half of the capital of the Company as of today, as proposed by the Board, but that the authority be limited in duration to one year instead of two as proposed by the Board. The shareholders encourage the Board to contact the largest shareholders in advance if a major transaction necessitates the use of a substantial part of the authority.

The Board accepted this proposal and accordingly proposed the following resolution:

- 9.1 *The Board is hereby, with reference to the Public Limited Companies act section 10-14, given authority to increase the share capital of the Company with up to NOK 12,389,190 by issuance of 12,389,190 new shares, each at the face value of NOK 1.*
- 9.2 *This authority shall be valid until 18 June 2004..*
- 9.3 *The Board of Directors may resolve that the shareholders shall not benefit from the pre-emption rights to subscribe for the new shares as stipulated in the Public Limited Companies Act section 10-14.*
- 9.4 *This authority will include capital increase by issuance of new shares both against payment in cash and against payment in kind.*
- 9.5 *This authorisation can also be used in connection with a merger in accordance with the Public Limited Companies Act section 13-5.*
- 9.6 *This resolution shall be registered in the Company Registry.*

Proposal approved by 2/3 majority in favour.

10 Election

The Board suggests that the following persons are elected to the Board and to serve as directors until the shareholders meeting in 2004:

David W. Worthington, chairman

Henry Haywood Hamilton, director

Claus Kampmann, director

Arne-K. Mæland, director

Nils B. Gulnes, director

Rabbe E. Lund, director

The proposal was unanimously approved.

11 Miscellaneous

The chairman asked if there were other matters to be discussed. No further issues were raised and the meeting was adjourned.

Oslo, 18 June 2003

David Worthington

Per Gunnar Rymer

Enclosure: List over shares present, shareholders and votes.