

Minutes from Ordinary General Meeting

On 14 June 2006 the ordinary general meeting took place in TGS-NOPEC Geophysical Company ASA (the “ Company”) at Shippingklubben, Haakon VII's gate 1, in Oslo at 9 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, Claus Kampmann who briefly explained how the meeting would proceed.

He presented a list over shareholders present, showing that of in total 26 361 382 shares, in total 8 155 586 and votes were present, of which 2 773 012 shares were present by the shareholder in person, and 5 382 574 shares were present by proxy.

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

Claus Kampmann was unanimously elected to chair the meeting, and Lill Aafos from Folketrygdkontoret was elected to sign the minutes from the general 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, presentation of auditor's report and resolution relevant to distribution of dividend

The financial director of the company explained the 2005 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 2005. There were no comments to the proposal and the proposal was unanimously approved.

5 Approval of the Auditor's fee

The chairman explained that fee proposed by the auditor for audit work 2005 was NOK 478 000 for the audit of the Company, USD 194 000 for the group audit. In addition the auditor has provided other services to the group for an amount of USD 86 000.

The fees were approved.

6 Election of new auditor

The chairman explained that KMPG has been the Company's auditors since 1996, for 10 years. The Board of Directors proposes to change the auditing firm as from the accounting year 2006, and propose Ernst & Young as new auditor.

The proposal was approved

7 Approval of Director's fee

The Nomination Committee has proposed that the fee to the Directors shall be composed of both directors' fee and restricted shares in the Company. It is proposed that the Chairman of the Board of Directors shall receive NOK 400 000 and 360 restricted shares in the Company. Each of the other Directors, other than the CEO, shall receive NOK 225 000 and 335 restricted shares in the Company. The Board of Directors shall use the shares acquired by the Company in the market through the authority given for that purpose and shall procure that the correct number of shares are transferred to the Chairman and Directors. No consideration shall be paid for the shares but the Chairman and the Directors cannot sell any of these shares before June 14, 2007.

The proposal was approved.

8 Approval of compensation to the members of the Nomination Committee

The Nomination Committee has proposed that the compensation to the members of the Nomination Committee shall be NOK 2 200 per meeting to each member to compensate for time spent for the work of the Committee.

The proposal was approved.

9 Election of the Board of directors

The Nomination Committee has proposed that two new directors be elected to serve on the Board in addition to the current directors who the Committee proposes be re-elected to serve as directors until the shareholders meeting in 2007.

The Nomination Committee has proposed the candidates Kathleen Arthur and Collette Lewiner because of their qualifications which were summarised in the notice to the shareholders. The Board will therefore consist of:

Claus Kampmann	chairman
Hank Hamilton	director
David Worthington	director
Arne K Mæland	director
Nils B. Gulnes	director
Rabbe Lund	director

Kathleen Arthur director
Colette Lewiner director

The new board was elected with no votes against.

10 Resolution to give authority to the Board of Directors to acquire the Company's 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 will expire June 15, 2006, the Board of Directors proposes that the shareholders resolve to replace it with a new authority to expire June 14, 2007. The authority has not been used.

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

The Board of Directors proposes the following resolution:

- 10.1 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 par value of NOK 15,000,000, provided that the total amount of own shares held at no time exceeds 10 % of the Company's share capital.*
- 10.2 The lowest price to be paid per share shall be NOK 1 and the highest price to be paid per share shall be NOK 1000 always provided that the price shall not exceed the price as quoted on the stock exchange at the time of the acquisition plus 5 %.*
- 10.3 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.*
- 10.4 This authority shall be valid for 12 months from the resolution by the Shareholders' Meeting, to June 14, 2007.*

The proposal was resolved with 2/3 majority.

11 Approval of stock option plan and resolutions to issue free-standing warrants

The Board has proposed that the shareholders approve a stock option plan also for 2006. In 2005 the shareholders approved a resolution to issue in total up to 400,000 warrants securing the stock option plan for 2005. Of 400,000 warrants 208,000 have been issued.

There are currently outstanding 887,750 stock options/warrants giving right to purchase the same number of shares in the Company that have been granted and subscribed for but not yet exercised.

The stock option plan for 2006 follows the same principles as for previous years, but is limited to 300,000 options. The plan is to be administered by the Board and the Managing Director. Stock options will be granted to key employees, the number of stock options will be resolved by the board, the strike price will be the closing price quoted on the Oslo Stock Exchange the day before grant date, and the grant period will last until end of June 2007. The stock options can be exercised over a period of 5 years so that 1/4 of the options can be exercised on the first anniversary after grant date, 1/2 on the second anniversary after grant date, 3/4 on the third anniversary after grant date and all or remaining options on the fourth anniversary four years after grant date; all to be exercised before June 14, 2011, and will expire thereafter.

The Board proposes that the Company shall secure the options to be granted by a shareholders' resolution to issue free-standing warrants; to be subscribed for by the optionees/key-employees prior to June 30, 2007:

- 1 *The shareholders approve the 2006 stock option plan.*
- 2 *The Company shall issue minimum 20,000 and maximum 300,000 warrants to give the right to subscribe for minimum 20,000 and maximum 300,000 shares, at a par value of NOK 1 each.*
- 3 *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.*
- 4 *Warrants shall be subscribed for on a subscription form when entering into and signing the stock option agreements to take place at the latest June 30, 2007. The employees shall not pay for the warrants issued.*
- 5 *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 the closing stock exchange price of the shares the day before the stock options are granted.*
- 6 *The right to request the issuance of shares under the warrants follows from the separate option agreements but so that no warrant can be exchanged for shares later than June 14, 2011.*
- 7 *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 *Shares issued on the basis of the warrants shall give right to dividends declared following the date the shares are issued.*
- 9 *As part of the employee share option plan neither the options nor the warrants can be transferred other than as provided for in the underlying share 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 share option agreement.*

The proposal was resolved with 2/3 majority.

12 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 2005 to increase the share capital will expire on June 15 this year, the Board proposes a new authority. The Board proposes that the new authority to the Board to increase the share capital with up to 10 % of the issued and paid up share capital as per 13 June 2006 shall include the right to issue shares in connection with mergers and acquisitions and be valid for a period of one year.

The Board proposes the following resolution:

- 12.1 *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 NOK 2 636 138 by issuance of up to 2 636 138 new shares, each at the par value of NOK 1.*
- 12.2 *This authority shall be valid until June 14, 2007.*
- 12.3 *The Board of Directors may resolve that the shareholders shall not have their pre-emption rights to subscribe for the new shares as stipulated in the Public Limited Companies Act section 10-14.*
- 12.4 *This authority will include capital increase by issuance of new shares both against payment in cash and against payment in kind.*
- 12.5 *This authorisation can be used in connection with a merger in accordance with the Public Limited Companies Act section 13-5.*

This resolution shall be registered in the Company Registry.

The proposal was resolved with 2/3 majority.

13 Resolution to split the shares and amendment of the articles § 5

The Board of Directors proposes that the shareholders resolve a split of the shares so that the shareholders for each share they own at par value NOK 1 receive 4 new shares at par value NOK 0.25. The split shall be affected by a change of the articles of association § 5 so that the par value of each share is changed from NOK 1 to NOK 0.25. The Board believes this split will support an ongoing good liquidity of the stock in the financial market.

It is proposed that the split of the share shall take effect from the day after the shareholders have approved the split, i.e. from 15 June.

The 14 June 2006 will therefore be the last day that the shares are traded with par value NOK 1 and the trade of the shares at a par value of NOK 0.25 will commence when the Oslo Stock Exchange opens on the 15 June 2006.

The split shall apply to all the issued and outstanding shares and stock options/warrants and all shareholders and optionees/warrant holders, and not only to those registered as per 14 June 2006.

As is usual it will take approximately three days before the split is registered in the VPS system.

The Board of Directors proposes that the Articles of Association § 5 be amended to read as follows:

“The Company’s share capital is NOK 26 361 382 fully paid up and issued in 105 445 528 shares of NOK 0.25 each to named shareholders.”

The proposal was resolved with 2/3 majority.

The resolution will effect all the resolutions above so that the nominal value and number of shares and stock options/warrants shall be changed accordingly.

14 Relocation to Asker municipality in September 2006 and amendment of the articles § 4.

The Board informed that the Company has sold the premises in Røyken and that the Company shall move to new premises in Asker Municipality in September 2006. The Company must notify its new business address to the Company Registrar when the Company has relocated and therefore the Board proposes that the articles of association be amended accordingly now to state that the Company’s registered office shall be in Asker Municipality but so that this change and resolution shall take effect and be notified to the Registrar in September when the Company has moved.

The board proposes that the articles § 4 be amended to read as follows:

“The Company’s business address shall be in the municipality of Asker. The shareholders’ meeting can be held in the municipality of Oslo”.

The proposal was approved with 2/3 majority.

15 Miscellaneous

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

14 June, 2006

Claus Kampmann

Lill Aafos