



## TGS-NOPEC GEOPHYSICAL COMPANY ASA

### MINUTES FROM ANNUAL GENERAL MEETING

The annual general meeting of TGS-NOPEC Geophysical Company ASA, reg. no 976 695 372 (the "**Company**"), was held on 8 May 2019 at the offices of Schjødt law firm at Ruseløkkveien 16, NO-0201, Oslo, Norway at 5:00 pm (Oslo time).

The following matters were on the agenda:

**1 Opening and registration of attending shareholders**

Chairman of the board, Henry H. Hamilton III, opened the general meeting. 32,466,697 shares, representing 31.63% of the share capital, were present.

**2 Appointment of meeting chair and a person to co-sign the minutes**

Viggo Bang-Hansen of the law firm Schjødt was elected to chair the meeting. Christian Dahl Aaser was elected to co-sign the minutes.

**3 Approval of the notice and the agenda**

The general meeting made the following resolution: "*The notice and the agenda are approved*".

**4 Approval of the financial statements and board's report for 2018**

The Company's CFO gave a presentation of the 2018 financial statements. The general meeting thereafter made the following resolution: "*The general meeting approves the board's report for 2018 and the Company's financial statements for 2018*".

**5 Approval of auditor's fee**

In accordance with the board's proposal, the general meeting made the following resolution: "*The general meeting approves the auditor's fees for 2018*".

**6 Appointment of members to the board**

The chair of the nomination committee presented the committee's proposal for the composition of the board. In accordance with the proposal, the general meeting thereafter appointed the following persons to serve as directors until the annual general meeting in 2020:

- |   |  |
|---|--|
| - Henry H. Hamilton III, chair (re-elected) | - Mark Leonard (re-elected)            |
| - Vicki Messer (re-elected)                 | - Tor Magne Lønnum (re-elected)        |
| - Wenche Agerup (re-elected)                | - Torstein Sannes (re-elected)         |
| - Irene Egset (new)                         | - Christopher Geoffrey Finlayson (new) |

**7 Approval of remuneration to the members of the board**

The chair of the nomination committee presented the committee's proposal for remuneration to the members of the board for the period until the annual general meeting in 2020. In accordance with the

proposal, the general meeting thereafter made the following resolution: *"The chairman shall receive in total USD 200,000 to be paid bi-annually until the annual general meeting in 2020. Each of the directors, other than the chairman, shall receive NOK 330,000 to be paid bi-annually until the annual general meeting in 2020. In addition, each of the directors other than the chairman shall receive 1,650 restricted shares in the Company on 9 May 2019. No consideration shall be paid for the restricted shares, but the directors cannot sell any of these shares before 9 May 2021. The chairman of the audit committee and the chairman of the compensation committee shall each receive a flat fee of NOK 45,000 to compensate for the additional work the chairmanships entail"*.

#### **8 Appointment of members to the nomination committee**

The chair of the nomination committee presented the committee's proposal for the composition of the nomination committee. In accordance with the proposal, the general meeting thereafter re-elected Tor Himberg-Larsen as committee chairman and Christina Stray as member of the committee for a period of two years. The nomination committee thus continue to consist of:

- Tor Himberg-Larsen, committee chairman
- Christina Stray, member
- Herman Kleeven, member

#### **9 Approval of remuneration to the members of nomination committee**

The chair of the nomination committee presented the committee's proposal for remuneration to its members for the period 9 May 2018 to 8 May 2019. In accordance with the proposal, the general meeting thereafter made the following resolution: *"The fee to members of the nomination committee shall be NOK 7,500 per meeting to each member to compensate for the time spent for the work of the committee. In addition, the chairman of the nomination committee shall be paid NOK 80,000 to compensate for the additional work the chairmanship entails"*.

#### **10 Statement on corporate governance pursuant to section 3-3b of the Norwegian Accounting Act**

Reference was made to the Company's statement on corporate governance made in accordance with section 3-3b of the Norwegian Accounting Act. No remarks were made by the general meeting and no voting was held by for this agenda item.

#### **11 Statement on remuneration principles for senior executives**

Reference was made to the Company's statement with respect to the principles for remuneration for senior executives of the Company. In accordance with the board's proposal, the general meeting thereafter made the following resolution: *"The statement pursuant to Section 6-16a of the Norwegian Public Limited Liability Companies Act is noted and approved"*.

#### **12 Approval of long-term incentive plan and resolution to issue free-standing warrants**

Reference was made to the descriptions of the proposed long-term incentive plan for 2019, cf. the Norwegian Public Limited Companies Act sections 5-6 (3) and 6-16a first paragraph third sentence no 3. In accordance with the board's proposal, the general meeting thereafter made the following resolution:

- (i) *The general meeting approves the 2019 long-term incentive plan.*
- (ii) *The Company shall issue a minimum of 10,000 and a maximum of 360,000 free-standing warrants, however subject to the requirement that the number of issued and outstanding free-standing warrants shall in no event exceed 10 percent of the registered number of shares in the Company at the date of this resolution.*
- (iii) *Each free-standing warrant shall give the right to subscribe for 1 share at a par value of NOK 0.25.*
- (iv) *The free-standing warrants may be subscribed for by employees who are granted rights under the long-term incentive plan upon the decision by the Board. Existing shareholders shall not have preferred rights to subscribe for the free-standing warrants pursuant to the Norwegian Public*

Limited Companies Act section 11-13, cf. sections 10-4 and 10-5.

- (v) *The free-standing warrants shall be subscribed for on a separate subscription form at the latest by 15 November 2019. The employees shall not pay for the free-standing warrants issued.*
- (vi) *The price to be paid for the shares issued on the basis of the free-standing warrants shall be the par value of the shares, NOK 0.25 per share.*
- (vii) *The right to request the issuance of shares under the free-standing warrants follows from the long-term incentive plan, but so that no free-standing warrant can be exchanged for shares later than five years following the date of this general meeting.*
- (viii) *The holder of the free-standing warrants shall not have rights as a shareholder with regard to capital increases, capital reductions, new resolutions on the issue of warrants, dissolution, merger, demerger or reorganization, except with respect to shares that have been issued to and paid for by the free-standing warrant holder. Upon changes in the Company's share capital, such as share splits, reverse splits and other capital actions as provided for in the long-term incentive plan, the warrant terms (subscription price and number of shares to be issued upon exercise) shall be adjusted as set out in the long-term incentive plan.*
- (ix) *Shares issued on the basis of the free-standing warrants shall give right to dividends declared following the date the shares are issued.*
- (x) *As part of the long-term incentive plan, the free-standing warrants cannot be transferred. Any outstanding free-standing warrants shall be transferred back to the Company as and when the right to exercise the right to request shares in exchange for the free-standing warrants is lost pursuant to the underlying long-term incentive plan.*

### **13 Approval of employee stock purchase plan**

Reference was made to the board's proposal to approve an employee stock purchase plan. In accordance with the proposal, the general meeting thereafter made the following resolution: "*The general meeting approves the TGS employee stock purchase plan*".

### **14 Board authorization to acquire own shares**

Reference was made to the board's proposal to authorize acquisitions of own shares. In accordance with the proposal, the general meeting thereafter made the following resolution:

- (i) *The board is hereby authorized to acquire, on behalf of the Company, the Company's own shares up to 10% of the nominal value of Company's share capital, which pursuant to the current nominal value is up to NOK 2,566,194.75. The limitations shall be adjusted in the event of share consolidation, share splits, and similar transactions.*
- (ii) *The lowest price to be paid per share shall be NOK 0.25 and the highest price to be paid per share shall be the volume weighted average price as quoted on the stock exchange for the five business days prior to the time of the acquisition plus 5%. The lowest price is equal to the current nominal value and shall be adjusted in the event of share consolidation, share splits, and similar transactions.*
- (iii) *Acquisitions and sales 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.*
- (iv) *The authorization may be used one or several times. This authority shall be valid until the annual general meeting in 2020, however no longer than until 30 June 2020.*
- (v) *The authorization shall replace previously granted authorizations to acquire own shares.*

### **15 Board authorizations to (a) issue new shares and (b) issue convertible loans**

Reference was made to the board's proposal to authorize the issue of new shares and convertible loans. In accordance with the proposal, the general meeting thereafter made the following resolution:

*A | Share issue authorization:*

- (i) In accordance with section 10-4 of the Norwegian Public Limited Companies Act, the board is granted the authorization to increase the Company's share capital by up to NOK 2,566,194.75 through one or more issuances of new shares or bonus issues. The subscription price and other subscription terms will be determined by the board.*
- (ii) The capital increase may be paid in cash, by set-off or by other contributions in kind. The authorization includes the right to incur special obligations on behalf of the Company, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- (iii) The shareholders' pre-emptive rights pursuant to Sections 10-4, cf. Section 10-5 of the Norwegian Public Limited Liability Companies Act, to subscribe for any new shares may be deviated from by the board.*
- (iv) The authorization shall encompass share capital increases in connection with mergers, cf. section 13-5 of the Norwegian Public Limited Liability Companies Act.*
- (v) The authorization is valid until the annual general meeting in 2020, but no later than 30 June 2020.*
- (vi) The authorization shall replace previously granted authorizations to issue new shares.*

*B | Convertible loan authorization:*

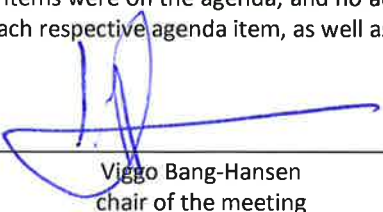
- (i) In accordance with section 11-8 of the Norwegian Public Limited Companies Act, the Board is granted the authorization to issue loans for a total amount of up to NOK 2,250,000,000 with the right to require shares to be issued (convertible loans).*
- (ii) The share capital may be increased by up to NOK 2,566,194.75, provided that the combined number of shares that are issued pursuant to this authorization and the authorization in agenda item 15(a) shall not exceed 10% of the Company's current share capital.*
- (iii) The subscription price and other subscription terms will be determined by the Board.*
- (iv) The shareholders' pre-emptive rights pursuant to section 11-4 of the Norwegian Public Limited Companies Act cf. sections 10-4 and 10-5, may be deviated from by the Board.*
- (v) The authorization is valid until the annual general meeting in 2020, but no later than 30 June 2020.*
- (vi) The authorization shall replace previously granted authorizations to issue convertible loans.*

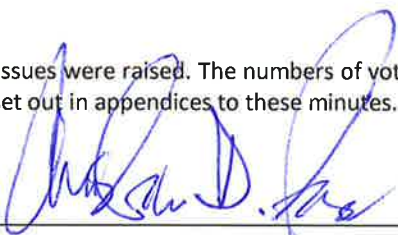
**16 Board authorization to distribute dividends**

Reference was made to the board's proposal to authorize payment of quarterly dividends. In accordance with the proposal, the general meeting thereafter made the following resolution: *"The Company authorizes the board to distribute quarterly dividends on the basis of the financial statements for 2018. The board shall, when using the authorization, pass its decision in accordance with the Company's approved dividend policy. The authorization shall be valid until the Company's annual general meeting in 2020, but no later than 30 June 2020"*.

*\* / \* / \* / \**

No other items were on the agenda, and no additional proposals or issues were raised. The numbers of votes for and against each respective agenda item, as well as any blank votes, are set out in appendices to these minutes.

  
Viggo Bang-Hansen  
chair of the meeting

  
Christian Dahl Aaser  
co-signatory

## Total Represented

ISIN:	<u>NO0003078800 TGS NOPEC GEOPHYSICAL COMPANY ASA</u>
General meeting date:	08/05/2019 17.00
Today:	08.05.2019

### Number of persons with voting rights represented/attended : 6

	Number of shares	% sc
Total shares	102,647,790	
- own shares of the company	104,630	
Total shares with voting rights	102,543,160	
Represented by own shares	12,767,548	12.45 %
Represented by advance vote	125	0.00 %
<b>Sum own shares</b>	<b>12,767,673</b>	<b>12.45 %</b>
Represented by proxy	902,724	0.88 %
Represented by voting instruction	18,796,300	18.33 %
<b>Sum proxy shares</b>	<b>19,699,024</b>	<b>19.21 %</b>
<b>Total represented with voting rights</b>	<b>32,466,697</b>	<b>31.66 %</b>
<b>Total represented by share capital</b>	<b>32,466,697</b>	<b>31.63 %</b>

Registrar for the company:

DNB Bank ASA

Signature company:

TGS NOPEC GEOPHYSICAL COMPANY ASA

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## Protocol for general meeting TGS NOPEC GEOPHYSICAL COMPANY ASA

ISIN: NO0003078800 TGS NOPEC GEOPHYSICAL COMPANY ASA  
 General meeting date: 08/05/2019 17.00  
 Today: 08.05.2019

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 2 Appointment of meeting chair and a person to co-sign the minutes</b>						
Ordinær	32,466,572	0	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,572</b>	<b>0</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 3 Approval of the notice and the agenda</b>						
Ordinær	32,466,572	0	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,572</b>	<b>0</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 4 Approval of the financial statements and Board's report for 2018</b>						
Ordinær	32,466,572	0	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,572</b>	<b>0</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 5 Approval of auditor's fee</b>						
Ordinær	32,466,572	0	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,572</b>	<b>0</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 6.a Henry H. Hamilton, Chairman</b>						
Ordinær	32,466,421	151	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,421</b>	<b>151</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 6.b Mark Leonard</b>						
Ordinær	32,466,421	151	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,421</b>	<b>151</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 6.c Vicki Messer</b>						
Ordinær	32,466,421	151	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,421</b>	<b>151</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 6.d Tor Magne Lønnum</b>						
Ordinær	32,457,356	9,216	32,466,572	125	0	32,466,697
votes cast in %	99.97 %	0.03 %		0.00 %		
representation of sc in %	99.97 %	0.03 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.62 %	0.01 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,457,356</b>	<b>9,216</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 6.e Wenche Agerup</b>						
Ordinær	32,304,476	162,096	32,466,572	125	0	32,466,697
votes cast in %	99.50 %	0.50 %		0.00 %		
representation of sc in %	99.50 %	0.50 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.47 %	0.16 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,304,476</b>	<b>162,096</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 6.f Torstein Sanness</b>						
Ordinær	28,109,008	4,357,564	32,466,572	125	0	32,466,697
votes cast in %	86.58 %	13.42 %		0.00 %		
representation of sc in %	86.58 %	13.42 %	100.00 %	0.00 %	0.00 %	
total sc in %	27.38 %	4.25 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>28,109,008</b>	<b>4,357,564</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 6.g Irene Egset</b>						
Ordinær	32,466,421	151	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,421</b>	<b>151</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 6.h Christopher Geoffrey Finlayson</b>						
Ordinær	32,466,421	151	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,421</b>	<b>151</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 7 Approval of remuneration to the members of the Board</b>						
Ordinær	32,159,147	307,425	32,466,572	125	0	32,466,697
votes cast in %	99.05 %	0.95 %		0.00 %		
representation of sc in %	99.05 %	0.95 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.33 %	0.30 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,159,147</b>	<b>307,425</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 8.a Tor-Himberg Larsen</b>						
Ordinær	32,466,572	0	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,572</b>	<b>0</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 8.b Christina Stray</b>						
Ordinær	32,466,572	0	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,572</b>	<b>0</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 9 Approval of remuneration to the members of the Nomination Committee</b>						
Ordinær	32,466,572	0	32,466,572	125	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,572</b>	<b>0</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 11 Statement on remuneration principles for senior executives</b>						
Ordinær	31,045,591	1,420,981	32,466,572	125	0	32,466,697
votes cast in %	95.62 %	4.38 %		0.00 %		
representation of sc in %	95.62 %	4.38 %	100.00 %	0.00 %	0.00 %	
total sc in %	30.25 %	1.38 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>31,045,591</b>	<b>1,420,981</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 12 Approval of long-term incentive plan and resolution to issue free-standing warrants</b>						
Ordinær	31,514,160	952,412	32,466,572	125	0	32,466,697
votes cast in %	97.07 %	2.93 %		0.00 %		
representation of sc in %	97.07 %	2.93 %	100.00 %	0.00 %	0.00 %	
total sc in %	30.70 %	0.93 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>31,514,160</b>	<b>952,412</b>	<b>32,466,572</b>	<b>125</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 13 Approval of employee stock purchase plan</b>						
Ordinær	32,386,697	80,000	32,466,697	0	0	32,466,697
votes cast in %	99.75 %	0.25 %		0.00 %		
representation of sc in %	99.75 %	0.25 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.55 %	0.08 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,386,697</b>	<b>80,000</b>	<b>32,466,697</b>	<b>0</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 14 Board authorization to acquire own shares</b>						
Ordinær	32,091,490	132,682	32,224,172	242,525	0	32,466,697
votes cast in %	99.59 %	0.41 %		0.00 %		
representation of sc in %	98.84 %	0.41 %	99.25 %	0.75 %	0.00 %	
total sc in %	31.26 %	0.13 %	31.39 %	0.24 %	0.00 %	
<b>Total</b>	<b>32,091,490</b>	<b>132,682</b>	<b>32,224,172</b>	<b>242,525</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 15 Board authorizations to (a) issue new shares and (b) issue convertible loans</b>						
Ordinær	31,319,270	1,147,427	32,466,697	0	0	32,466,697
votes cast in %	96.47 %	3.53 %		0.00 %		
representation of sc in %	96.47 %	3.53 %	100.00 %	0.00 %	0.00 %	
total sc in %	30.51 %	1.12 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>31,319,270</b>	<b>1,147,427</b>	<b>32,466,697</b>	<b>0</b>	<b>0</b>	<b>32,466,697</b>
<b>Agenda item 16 Board authorization to distribute dividends</b>						
Ordinær	32,466,697	0	32,466,697	0	0	32,466,697
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	31.63 %	0.00 %	31.63 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,466,697</b>	<b>0</b>	<b>32,466,697</b>	<b>0</b>	<b>0</b>	<b>32,466,697</b>

Registrar for the company:

DNB Bank ASA

Signature company:

TGS NOPEC GEOPHYSICAL COMPANY ASA

**Share information**

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	102,647,790	0.25	25,661,947.50	Yes
<b>Sum:</b>				

**§ 5-17 Generally majority requirement**  
requires majority of the given votes

**§ 5-18 Amendment to resolution**  
Requires two-thirds majority of the given votes  
like the issued share capital represented/attended on the general meeting