

NOTICE OF ORDINARY GENERAL MEETING 2004

The ordinary General Meeting of TGS-NOPEC Geophysical Company ASA will be held on 16 June 2004 at Hotel Continental in Oslo, Stortingsgaten 24/26, at 10.00 hrs.

The Board of Directors has proposed the following agenda:

- 1. Opening of the General Meeting**
- 2. Election of a chairman of the meeting and election of a person to sign the minutes of the General Meeting together with the chairman**
- 3. Approval of the notice and agenda for the meeting**
- 4. Approval of the annual accounts and annual report, presentation of auditor's report and resolution relevant to distribution of dividend**
- 5. Determination of Director's fee**

The Board proposes 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 250,000 and 1,350 restricted shares in the Company. Each of the other Directors, other than the CEO, shall receive NOK 150,000. Other than the CEO and Chairman, the Directors shall each receive an additional compensation of NOK 75,000 and 900 restricted shares in the Company for their service on committees of the Board. The Board of Directors shall acquire shares in the Company 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 16 June 2005.

6. Approval of the Auditor's fee

The Board proposes a fee of USD 166,000 to the auditors to cover audit work undertaken for the group, of which NOK 300,000 is audit fee for the Company. Fees paid to the auditor for other services amount to USD 94,000.

7. 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 18 December 2004, the Board of Directors proposes that the shareholders resolve to cancel the existing authority and replace it with a new authority to expire 16 June 2005.

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 face 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 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 amount of already purchased shares are sold.

The Board of Directors proposes the following resolution:

- 1. The authority given to the Board of Directors last year to purchase the Company's own shares is hereby cancelled.*
- 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 total amount of own shares at no time exceeds 10 % of the Company's share capital.*
- 3. The price to be paid per share shall be minimum NOK 1 and maximum NOK 1000, always provided that the price shall not exceed the price as quoted on the stock exchange by the time of the acquisition plus 5 %."*
- 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.*
- 5. This authority shall be valid for 12 months from the resolution by the Shareholders' Meeting, to 16 June 2005.*

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

The Board proposes that the shareholders approve a stock option plan also for 2004. Last year the shareholders approved a resolution to issue in total up to 1,000,000 warrants securing the stock option plan for 2003.

There are currently outstanding 1,670,750 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 2004 follows the same principles as for previous years, but is limited to 500,000 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 2005. The stock options can be exercised over a period of 5 years so that 25% of the options can be exercised on the first anniversary after grant date, 50% on the second anniversary after grant date, 75% 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 16 June 2009, 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 30 June 2005:

- 1. The shareholders approve the 2004 stock option plan.*
- 2. The Company shall issue minimum 20,000 and maximum 500,000 warrants to give the right to subscribe for minimum 20,000 and maximum 500,000 shares, at a face 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 30 June 2005. 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 16 June 2009.

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.

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 2003 to increase the share capital will expire on 18 June 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 20 % of the current issued and paid up share capital 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:

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 5,004,125 by issuance of up to 5,004,125 new shares, each at the face value of NOK 1.

2. This authority shall be valid until 16 June 2005.

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.

4. This authority will include capital increase by issuance of new shares both against payment in cash and against payment in kind.

5. This authorisation can be used in connection with a merger in accordance with the Public Limited Companies Act section 13-5.

6. This resolution shall be registered in the Company Registry.

10. Election

The Board proposes on the basis of the recommendation from the nominating and corporate governance committee that the following persons are elected to the Board and to serve as directors until the shareholders meeting in 2005:

Claus Kampmann, chairman
*David Worthington, director**
Henry H. Hamilton, director
Arne-K. Mæland, director
Nils B. Gulnes, director
Rabbe E. Lund, director

* Mr Worthington, who has served as chairman of the board of directors since 1999 currently controls in total 502,946 shares (including 1,000 shares owned by his wife Beverly Worthington) in the Company after selling 1,014,000 shares (including 14,000 shares previously owned by Beverly Worthington) in February 2004.

Attendance

The Board proposes on the basis of the recommendation from the nominating and corporate governance committee that the following persons are elected to the Board and to serve as directors until the shareholders meeting in 2005:

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 General Meeting.

Shareholders wishing to attend the General Meeting, either in person or by proxy, are requested to send in the enclosed form of registration to the Company on telefax number: +47 31 29 20 39, attention Chief Financial Officer Arne Helland, no later than 11 June 2004. This is due to the practical carrying out of the General Meeting.

Questions may be addressed to Arne Helland at telephone +47 31 29 20 00.

2 June 2004



The Board of Directors of
TGS-NOPEC Geophysical Company ASA

PROXY

The undersigned shareholder in TGS-NOPEC Geophysical Company ASA hereby gives

Name of proxy holder or without a name (in blanco)

Proxy to attend the General Meeting of the Company at 16th June 2004 and cast vote for the shares.

Number of shares: _____

Date: _____

Name of the shareholder: _____

Signature by the shareholder: _____



FORM OF REGISTRATION

The undersigned shareholder in TGS-NOPEC Geophysical Company ASA will attend the General Assembly of the Company at 16th June 2004 and cast vote for the shares.

Name of the shareholder: _____

Attending representative: _____

(Is to be filled out if the shareholder is an organisation or if the shareholder meets by proxy.)

Number of shares: _____

Signature: _____

Place/date: _____

Signature: _____

(repeat in capital letters): _____