

Ref no:

PIN code:

Notice of Extraordinary General Meeting

An Extraordinary General Meeting of TGS-NOPEC Geophysical Company ASA will be held on 28 September 2015 at 5 p.m. at Hotel Continental, Stortingsgata 24/26 in Oslo, Norway
 NB! Record date: 21 September 2015

If the above-mentioned shareholder is an enterprise, it will be represented by:

 Name of enterprise's representative
 (To grant a proxy, use the proxy form below)

Notice of attendance/voting prior to the meeting

The undersigned will attend the Extraordinary General Meeting on 28 September 2015 and vote for

A total of _____
 Own shares
 Other shares in accordance with enclosed Power of Attorney
 Shares

This notice of attendance must be received by DNB Bank ASA no later than 2 p.m. on 24 September 2015.

Notice of attendance may be sent electronically through the Company's website www.tgs.com or through VPS Investor Services. Advance votes may only be cast electronically, through the Company's website www.tgs.com or through VPS Investor Services. To access the electronic system for notification of attendance and advance voting through the Company's website, the above-mentioned reference number and PIN code must be stated.

It may also be sent by e-mail: genf@dnb.no or by regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

Place	Date	Shareholder's signature (If attending personally. To grant a proxy, use the form below)
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Proxy (without voting instructions)

Ref no:

PIN code:

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Extraordinary General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder; in such case, the proxy will be deemed to be given to the Chair of the Board of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 2 p.m. on 24 September 2015.

The proxy may be sent electronically through TGS-NOPEC Geophysical Company's website <http://www.tgs.com>, or through VPS Investor Services. It may also be sent by e-mail: genf@dnb.no or by post to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned hereby grants (tick one of the two):

- the Chair of the Board of Directors (or a person authorised by him), or
- attorney-at-law Arne Didrik Kjørnæs (or a person authorised by him), or
- _____
 (Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of TGS-NOPEC Geophysical Company ASA on 28 September 2015.

Place	Date	Shareholder's signature (Signature only when granting a proxy)
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With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

Proxy (with voting instructions)

Ref no:

PIN code:

(Advance votes may be cast electronically, through the Company's website www.tgs.com or through VPS Investor Service)

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Extraordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chair of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 2 p.m. on 24 September 2015. It may be **sent by e-mail: genf@dnb.no** /regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned:
hereby grants (tick one of the two):

- the Chair of the Board of Directors (or a person authorised by him), or
- Attorney-at-law Arne Didrik Kjørnæs (or a person authorised by him), or
- _____
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of TGS-NOPEC Geophysical Company ASA on 28 September 2015.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda Extraordinary General Meeting 2015	For	Against	Abstention
1. Election of Arne Didrik Kjørnæs to chair the meeting, and election of a person to sign the minutes of the General Meeting together with the meeting chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and agenda for the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of director			
a. Elisabeth Grieg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place	Date	Shareholder's signature (Only for granting proxy with voting instructions)
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With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.