



TO THE SHAREHOLDERS OF
TGS-NOPEC GEOPHYSICAL COMPANY ASA
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of TGS-NOPEC Geophysical Company ASA, reg. no 976 695 372 (the "**Company**"), will be held on 8 May 2018 at the offices of Schjødt law firm at Ruseløkkveien 16, NO-0201, Oslo, Norway at 5:00 pm (Oslo time).

Registration of attendees will begin at 4:30 pm (Oslo time).

Shareholders are cautioned that the Company's Articles of Association sets a registration deadline. Shareholders who wish to participate in the general meeting must therefore give notice to the Company by 5 May 2018 at 17.00 hours (Oslo time). A registration form and proxy form is attached hereto as appendix 1.

The Company's Board of Directors (the "**Board**") has proposed the following agenda:

1. **Opening and registration of attending shareholders**
2. **Appointment of meeting chair and a person to co-sign the minutes**
3. **Approval of the notice and the agenda**
4. **Approval of the financial statements and Board's report for 2017**
5. **Appointment of new auditor**
6. **Approval of auditor's fee**
7. **Appointment of members to the Board**
8. **Approval of remuneration to the members of the Board**
9. **Appointment of members to the Nomination Committee**
10. **Approval of remuneration to the members of the Nomination Committee**
11. **Statement on corporate governance pursuant to section 3-3b of the Norwegian Accounting Act**
12. **Statement on remuneration principles for senior executives**
13. **Approval of long-term incentive plan and resolution to issue free-standing warrants**
14. **Board authorization to acquire own shares**
15. **Board authorizations to (a) issue new shares and (b) issue convertible loans**
16. **Board authorization to distribute dividends**

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1 Opening and registration of attending shareholders

Chairman of the Board, Henry H. Hamilton III, or someone appointed by him, will open the general meeting. A list of attending shareholders will be made.

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

The Board proposes that Viggo Bang-Hansen of law firm Schjødt is elected to chair the meeting. One person attending the general meeting will be proposed to co-sign the minutes.

3 Approval of the notice and the agenda

The Board proposes that the general meeting makes the following resolution: *"The notice and the agenda are approved."*

4 Approval of the financial statements and Board's report for 2017

The Board's report, the Company's financial statements and the consolidated financial statements of the Company and its subsidiaries (the Group) for 2017, together with the audit report, were published on 5 April 2018 and are attached as appendix 2 and available on the Company's web page, www.tgs.com.

The Board proposes that the general meeting makes the following resolution: *"The general meeting approves the Board's report for 2017 and the Company's financial statements for 2017."*

5 Appointment of new auditor

Ernst & Young has served as the Company's auditor since 2007. Based on this long tenure and following a tender process initiated by the Audit Committee of the Board, the Board proposes that the general meeting approve the appointment of KPMG AS as the new auditor for the Company.

The Board proposes that the general meeting makes the following resolution: *"The general meeting approves the appointment of KPMG AS as the new auditor for the Company."*

6 Approval of auditor's fee

The Board proposes a fee of USD 149,000 to the auditor as audit fee for the Company. This does not include fees related to the audits of the Company's subsidiaries or other professional services rendered. Note 4 to the Company's Financial Statements and note 7 to the Group's Consolidated Financial Statements provide further details on other fees to the auditor.

The Board proposes that the general meeting makes the following resolution: *"The general meeting approves the auditor's fees for 2017."*

7 Appointment of members to the Board

Reference is made to the Nomination Committee's proposal for the composition of the Board attached as appendix 3 and also made available on the Company's web page, www.tgs.com.

8 Approval of remuneration to the members of the Board

Reference is made to the Nomination Committee's proposal for remuneration to Board, which is attached as appendix 3 and also made available on the Company's web page, www.tgs.com.

9 Appointment of members to the Nomination Committee

Reference is made to the Nomination Committee's proposal for the composition of the committee, which together with relevant member information is attached as appendix 3 and also made available on the Company's web page, www.tgs.com.

10 Approval of remuneration to the members of Nomination Committee

Reference is made to the Nomination Committee's proposal for remuneration to its members, which is attached as appendix 3 and also made available on the Company's web page, www.tgs.com.

11 Statement on corporate governance pursuant to section 3-3b of the Norwegian Accounting Act

Pursuant to Section 5-6 (4) of the Norwegian Public Limited Liability Companies Act, the general meeting shall consider the statement on corporate governance made in accordance with Section 3-3b of the Norwegian Accounting Act. The statement is included under the heading "*Report on Corporate Governance*" in the Company's Annual Report for 2017, which is attached as appendix 2 and available on the Company's website, www.tgs.com. The chairman of the Board will account for the main contents at the general meeting. The statement will not be subject to any vote.

12 Statement on remuneration principles for senior executives

In accordance with section 6-16a of the Norwegian Public Limited Companies Act, the Board has prepared a statement with respect to the principles for remuneration for senior executives of the Company. The statement is included in the Declaration on Executive Remuneration attached as appendix 4. Reference is also made to note 7 to the Group's consolidated financial statements for 2017 and Item 12 of the Report on Corporate Governance, which are included in the Company's Annual Report for 2017, attached as appendix 2 and available on the Company's webpage, www.tgs.com.

The Board proposes that the general meeting makes the following resolution: "*The statement pursuant to Section 6-16a of the Norwegian Public Limited Liability Companies Act is noted and approved.*"

13 Approval of long-term incentive plan and resolution to issue free-standing warrants

The Board proposes that the general meeting approves a long-term incentive plan for 2018, of the Norwegian Public Limited Companies Act sections 5-6 (3) and 6-16a first paragraph third sentence no 3.

In 2013, the general meeting approved a stock option plan, and in 2015, 2016 and 2017, the general meeting approved share-based long-term incentive plans. These plans are secured by free-standing warrants. From these earlier plans, there are currently outstanding 152,200 stock options and 1,197,400 free-standing warrants associated with options, performance share units or restricted share units that, as of 10 April 2018, have been granted but not yet exercised.

The proposed 2018 plan provides for the grant of performance share units (PSUs) and restricted share units (RSUs), on terms generally consistent with the plan approved in 2017, except that the proposed 2018 plan will include new (increased) performance metrics. Upon vesting, the PSUs and RSUs will represent the right to receive shares of TGS common stock as described below. The plan is limited to a maximum of 444,200 shares issuable upon vesting of the PSUs and RSUs. The plan will be administered by the Board. In the event of any merger, reorganization, recapitalization, stock dividend, stock split, combination of shares, share exchange, or other change in shares of the Company, the number of shares then subject to the plan, including shares subject to outstanding awards, will be adjusted in proportion to the change in outstanding shares.

PSUs: Pursuant to the proposed 2018 long-term incentive plan, similar to the 2017 plan, PSUs will be granted to members of the executive team and will vest three years after the date of grant if the executive remains employed at vesting. Upon vesting, the holder of the PSUs will receive TGS shares (if any), with the number of shares issuable determined by multiplying the number of PSUs

granted by a factor of 0% to 100%. The factor is determined by performance against three target metrics: (i) relative return on average capital employed (ROACE) within a peer group of 11 companies, (ii) absolute return on average capital employed, and (iii) health and safety performance (leading and lagging measures). See further details under "2.4 Long Term Incentives 2018" in TGS' Declaration on Executive Remuneration, which is issued alongside the Company's Annual Report for 2017 and is attached to this notice as appendix 4 and available on the Company's web page, www.tgs.com.

RSUs: Pursuant to the proposed 2018 long-term incentive plan, similar to the 2017 plan, RSUs will be granted to certain non-executive key employees and will also vest three years after the date of grant if the employee remains employed at vesting. Upon vesting, the holder of the RSUs will receive an equivalent number of TGS shares, subject to achieving satisfactory performance against individual goals over the three-year plan period. The individual performance goals will be based on the performance criteria described in TGS' Declaration on Executive Remuneration with a focus on goals that support the corporate targets for ROACE, customer engagement and employee engagement.

The holders of the PSUs and RSUs will be required to pay the par value, NOK 0.25, for each share of TGS stock issued pursuant to the PSU or RSU, as applicable. A cash bonus in an amount per unit that is equivalent to dividends that are paid on outstanding TGS common stock will be accrued during the vesting period and paid as compensation in accordance with the payout of the awards.

In 2014, the Board adopted minimum Executive Stock Ownership Guidelines based on a multiple of salary for the CEO (3X), CFO (2X) and the rest of the executive team members (1X). Executives are required to meet the minimum ownership requirements within five years from the date the guidelines were adopted or, if later, five years from the date the executive is first subject to the Guidelines.

The Board proposes that the Company secure the long-term incentive plan by the issuance of free-standing warrants, to be subscribed for at the time of grant by employees who are granted RSUs and PSUs.

The Board therefore submits the following shareholder resolutions in connection with the proposed 2018 long-term incentive plan (one vote to be given for the proposed resolution in its entirety, not for each item of the proposed resolution):

- (i) *The general meeting approves the 2018 long-term incentive plan.*
- (ii) *The Company shall issue a minimum of 10,000 and a maximum of 444,200 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 2018. 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.*

14 Board authorization to acquire own shares

The general meeting has in previous years granted the Board an authorization to acquire up to 10% of the shares in the Company. The Board's current authorization expires at the annual general meeting. To ensure continued flexibility in connection with potential acquisitions or other transactions, as well as to satisfy any obligations deriving from the Company's incentive program, the Board proposes that the general meeting grants a new authorization to acquire own shares in an amount up to 10% of the nominal value of Company's share capital.

The Board therefore proposes that the general meeting makes 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 2,560,487.25. 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 2019, however no longer than until 30 June 2019.*
- (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

The annual general meeting has previously granted the Board authorizations to increase the share capital by issuance of new shares and/or convertible loans.

The current authorizations granted at the annual general meeting in 2017 expire at the 2018 general meeting, and the Board therefore proposes that these authorizations are renewed with the same amounts, i.e. an authorization to, in each case, increase the share capital with a nominal amount up to NOK 2,560,487.25, corresponding to 10% of the current share capital.

Similar to the previous authorizations, the purpose of such authorizations is to provide the Board with financial flexibility (i) in connection with potential acquisitions, (ii) for organic growth of the Company and/or (iii) to strengthen the Company's balance sheet.

To exercise these authorizations in the best possible manner commercially, it may be relevant in certain situations to make a private placement of shares and/or convertible bonds to certain named persons and/or entities. The Board therefore requests that the authorizations also encompass the right to waive the shareholders' pre-emptive rights.

A | Share issue authorization:

Based on the above, the Board proposes that the general meeting grants an authorization to issue shares through the following resolution:

- (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 2,560,487.25 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 2019, but no later than 30 June 2019.*
- (vi) *The authorization shall replace previously granted authorizations to issue new shares.*

B | Convertible loan authorization:

Based on the above, the Board proposes that the general meeting grants an authorization to issue convertible loans through the following resolution:

- (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 2,560,487.25, 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 2019, but no later than 30 June 2019.*
- (vi) The authorization shall replace previously granted authorizations to issue convertible loans.*

16 Board authorization to distribute dividends

The annual general meeting for 2017 authorized the Board to distribute quarterly dividends on the basis of the 2016 financial statements. The authorization was granted as Norwegian law provides that dividends declared in the period between approval of the financial statements for one year and approval of the next year's financial statements, will, absent a shareholder approved audited interim balance sheet, be considered as additional dividends based on the financial statements for the last year approved. The Board has reviewed the Company's financial situation, including the Company's distributable reserves according to the financial statements for 2017. On this basis and in accordance with the Company's dividend policy, the Board proposes that the authorization to distribute quarterly dividend payments be renewed and the general meeting passes the following resolution:

"The Company authorizes the Board to distribute quarterly dividends on the basis of the financial statements for 2017. 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 2019, but no later than 30 June 2019."

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Attendance and registration

Shareholders are entitled to attend the general meeting, in person or by a proxy of their own choice. Notice of attendance must be received no later than 5.00 p.m. Oslo time on 5 May 2018. Notice of attendance can be given electronically through the Company's website www.tgs.com/investor-center or VPS Investor Services, or by completing the attendance form to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, NO-0021 Oslo, e-mail genf@dnb.no.

Shareholders who wish to attend and vote at the general meeting by proxy may send the proxy form electronically through VPS Investor Services, or to DNB Bank ASA, Registrar's Department, within the time limit stated above (5.00 p.m. Oslo time on 5 May 2018). Proxy forms can also be brought and presented at the general meeting.

It is specifically noted that pursuant to section 8 of the Company's Articles of Association, the right to attend and vote at the general meeting is reserved for shareholders who are registered in the shareholders' register the fifth business day prior to the general meeting, i.e. on 30 April 2018 (record date).

Advance voting

Shareholders not present at the general meeting may prior to the meeting cast a vote on each agenda item via the Company's website www.tgs.com/investor-center or VPS Investor Services. The pin-code and reference number from the registration form is required to do so. The deadline for advance voting is 5.00 p.m. Oslo time on 5 May 2018. Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn in the event of a shareholder attending the general meeting in person or by proxy.

Notice to nominee holders and shareholders with nominee accounts

Pursuant to Article 8 of the Company's Articles of Association, a shareholder has the right to cast vote for the number of shares that are registered on the respective shareholder with the Norwegian Central Securities Depository (VPS) on the fifth business day before the general meeting (i.e. 30 April 2018, the record date). Beneficial owners of shares registered with nominee accounts who wish to exercise their rights at the general meeting must therefore register themselves directly in the VPS registry of shareholders and be registered with the VPS on the fifth business day prior to the general meeting (i.e. 30 April 2018) to ensure their eligibility to meet and cast vote.

Shareholder rights

A shareholder has the right to address the general meeting, and to bring one adviser and convey to him/her the right of address. A shareholder may table alternative resolutions for items included on the agenda and may request that members of the Board and/or the CEO in the general meeting provide available information about matters which may affect the assessment of the Company's financial situation, including information about activities in other companies in which the Company participates and other matters to be discussed in the general meeting, as further set out in Section 5-15 of the Norwegian Public Limited Companies Act. Requests for information should be put forward no later than ten days prior to the general meeting.

Other matters

TGS-NOPEC Geophysical Company ASA is a Norwegian public limited company subject to the rules of the Norwegian Public Limited Companies Act. As of the date of this notice, the Company has issued 102,419,490 shares, each of which represents one vote. As of the same date, the Company holds in total 116,180 treasury shares that cannot be voted over. The shares have equal rights also in all other respects.

This notice, registration and proxy forms, the 2017 annual report and financial statements, the Board of Director's declaration on the fixing of salaries and other remuneration to the CEO and other senior executives, the Company's Articles of Association as well as other documents regarding the general meeting, are available at the Company's website: www.tgs.com. Shareholders may contact the Company, through the CEO, Kristian Johansen, by ordinary mail, fax, email or phone (+ 1 713 860 2100), or through the Company's website in order to request the documents in question on paper minimum 21 days before the date of the general meeting.

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Asker, 16 April 2018

On behalf of the Board of Directors of

TGS-NOPEC Geophysical Company ASA



Henry H. Hamilton III
Chairman

This notice has the following appendices, of which appendices 1, 3, and 4 will be attached to the notice which is sent to the shareholders, while appendix 2 will only be available on the Company's website:

- Appendix 1: Registration form and proxy form
- Appendix 2: The Board's report, the Company's financial statements for 2017, the consolidated financial statements of the Group for 2017, and the audit report
- Appendix 3: The Nomination Committee's proposal for composition and remuneration for the Board and Nomination Committee
- Appendix 4: Declaration on Executive Remuneration

Appendix 1: Registration form and proxy form



Ref no:

PIN code:

Notice of Annual General Meeting

Annual General Meeting in **TGS-NOPEC Geophysical Company ASA** will be held on 8 May 2018 at 5 p.m. at the offices of Schjødt law firm at Ruseløkkveien 16, NO-0201, Oslo, Norway.

Record Date (Share register): 30 April 2018
Registration Deadline according to bylaws: 5 May 2018

The company accepts votes in advance for this meeting. Registration deadline for advance votes: 5 May 2018 at 5 p.m. Oslo time. Advance votes may only be executed electronically, through the Company's website www.tgs.com/investor-center/ or via VPS Investor Services.

Notice of attendance

The Undersigned will attend the Annual General Meeting on 8 May 2018 and cast votes for:

own shares.

Notice of attendance should be registered electronically through the Company's website www.tgs.com/investor-center/ or via VPS Investor Services.

To access the electronic system for notification of attendance through the Company's website, the above mentioned reference number and PIN code must be stated. Shareholders who have chosen electronic communication will not receive PIN and reference numbers, and can only give notice through VPS Investor services.

Notice of attendance may also be sent by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The notice of attendance must be received no later than **5 May 2018 at 5 p.m. Oslo time**

If the shareholder is a legal entity, please state the name of the individual who will be representing the entity: _____

Place	Date	Shareholder's signature
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Proxy without voting instructions for Annual General Meeting of TGS-NOPEC Geophysical Company ASA
If you are unable to attend the meeting, you may grant proxy to another individual.

Ref no:

PIN code:

Proxy should be submitted electronically through the Company's website www.tgs.com/investor-center/ or via VPS Investor Services. To access the electronic system for granting proxy through the Company's website, the above mentioned reference number and PIN code must be stated. Shareholders who have elected electronic communication will not receive PIN and reference numbers, and can only give proxy via VPS Investor services. Proxy may also be sent by E-mail to genf@dnb.no (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

If you send the proxy without naming the proxy holder, the proxy will be given to the Chair of the Board of Directors of the Company or an individual authorised by him or her.

This proxy must be received no later than 5 May 2018 at 5 p.m. Oslo time.

The undersigned

hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him or her), or

(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of TGS-NOPEC Geophysical Company ASA on 8 May 2018.

Place	Date	Shareholder's signature (Only for granting proxy)
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With regards to your right to attend and vote, 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 for annual general meeting in TGS-NOPEC Geophysical Company ASA.
If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions.

Proxies with voting instructions can only be registered by DNB, and must be sent to genf@dnb.no (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.
The form must be received by DNB Bank ASA, Registrars' Department no later than 5 May 2018 at 5 p.m. Oslo time.

Proxies with voting instructions must be dated and signed in order to be valid.

If you leave the "Name of the proxy holder" blank, the proxy will be given to the Company's Chair of the Board of Directors, or an individual authorised by him or her.

The undersigned:

hereby grants (tick one of the two)

Ref no:

the Chair of the Board of Directors (or a person authorised by him or her), or

Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of TGS-NOPEC Geophysical Company ASA on 8 May 2018.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2018	For	Against	Abstention
1. Opening and registration of attending shareholders	-	-	-
2. Appointment of meeting chair and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the financial statements and Board's report for 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of new auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of auditor's fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Appointment of members to the Board	-	-	-
a. Henry H. Hamilton, Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Mark Leonard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Vicki Messer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Tor Magne Lønnum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Wenche Agerup	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Elisabeth Grieg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Torstein Sanness	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h. Nils Petter Dyvik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of remuneration to the members of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Appointment of members to the Nomination Committee	-	-	-
a. Herman Kleeven	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of remuneration to the members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Statement on corporate governance pursuant to section 3-3b of the Norwegian Accounting Act	-	-	-
12. Statement on remuneration principles for senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval of long-term incentive plan and resolution to issue free-standing warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Board authorization to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Board authorizations to (a) issue new shares and (b) issue convertible loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Board authorization to distribute dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place _____ Date _____ Shareholder's signature (Only for granting proxy with voting instructions)

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a legal entity, the entity's Certificate of Registration must be attached to the proxy.

Appendix 2: The Board's report, the Company's financial statements for 2017, the consolidated financial statements of the Group for 2017, and the audit report

(Not distributed together with the notice. Available on www.tgs.com)

Appendix 3: The Nomination Committee's proposal for composition and remuneration for the Board and Nomination Committee

TGS-NOPEC GEOPHYSICAL COMPANY ASA (TGS)

Below is the recommendation from the Nomination Committee to the Annual General Meeting on May 08, 2018.

ELECTION OF DIRECTORS

The Nomination Committee proposes that all of the following candidates are re-elected to the Board and to serve as Directors until the Annual General Meeting in 2019. The Nomination Committee recommends the shareholders to vote for each candidate as follows;

Henry H. Hamilton III, Chairman (re-election)

Born 1959. Mr. Hamilton served as CEO of TGS from 1995 through June 2009. He started his career as a Geophysicist with Shell Offshore (1981-1987) before he became employed by Schlumberger (1987-1995), where he ultimately held the position of VP and General Manager for all seismic product lines in North and South America. Mr. Hamilton joined TGS as its CEO in 1995 and remained in the position following the 1998 merger with NOPEC International. He also serves on the Board of Odfjell Drilling. Mr. Hamilton was first elected as a director in 1998 and as Chairman in 2009.

Mark Leonard, Director, Independent Director (re-election)

Born 1955. Mr. Leonard is currently the President of Leonard Exploration, Inc. He retired in 2007 from Shell Oil Company after 28 years of service. During his tenure at Shell, Mr. Leonard held a number of executive positions including Director of New Business Development in Russia/CIS, Director of Shell Deepwater Services, Director of Shell E&P International Ventures and Chief Geophysicist for Gulf of Mexico. He was first elected as a director in 2009.

Vicki Messer, Independent Director (re-election)

Born 1949. Ms. Messer is currently an independent consultant. She has 32 years of geophysical industry experience in various executive, management and supervisory positions for CGG Veritas, Veritas DGC, Halliburton Energy Services/Halliburton Geophysical, and Geophysical Services Inc. She was first elected as a director in 2011.

Tor Magne Lønnum, Independent Director (re-election)

Born 1967. Mr. Lønnum is currently Group Chief Financial Officer of Falck. Prior to joining Falck last year, he was CFO of Aimia Inc, and before that CFO in Tryg AS and Tryg Forsikring AS from 2011 to 2016. He was first elected as a director in 2013.

Wenche Agerup, Independent Director (re-election)

Born 1964. Ms. Agerup is EVP, General Counsel and Chief Corporate Affairs Officer of Telenor ASA. From 1997 to 2010, Ms. Agerup held various leading positions within Norsk Hydro ASA, including Plant Manager at Årdal Metal Plant in Norway and Project Director in Hydro UMC Joint Venture in Australia. From 2010 to 2015, Ms. Agerup was Executive Vice President, Corporate Staffs & General Counsel of Norsk Hydro and member of the Corporate Management Board, reporting to the Chief Executive Officer. Ms. Agerup serves as a board member of Statoil. She was first elected as a director in 2015.

Elisabeth Grieg, Independent Director (re-election)

Born 1959. Ms. Grieg is currently CEO of Grieg International AS, co-owner of the Grieg Group and a member of the founding family. Ms. Grieg serves on the board of several of the Grieg Group companies. She has also been a board member of many prominent Scandinavian companies, such as Statoil, Norsk Hydro and Nordea AB, as well as a member of the corporate assembly of Orkla ASA. Ms. Grieg has chaired the board of GIEK (Norwegian

Guarantee Institute for Export Credits) and been the President of the Norwegian Shipowners' Association. She was first elected as a director in 2015.

Torstein Sanness, Independent Director (re-election)

Born 1947. Mr. Sanness served as the Chairman of Lundin Norway from April 2015 to March 2017, when he moved to the board of International Petroleum Corp., a Lundin Group company. He previously served as the Managing Director of Lundin Norway from 2004 to 2015. From 2000 to 2004, he served as Managing Director of Det Norske Oljeselskap AS, and from 1972 to 2000, he served in various capacities for Saga Petroleum, working primarily in the exploration and development of Saga's oil and gas interests globally. Mr. Sanness serves as a board member for Panoro Energy ASA and Sevan Marine ASA. He was first elected as a director in 2016.

Nils Petter Dyvik, Independent Director (re-election)

Born 1953. Mr. Dyvik is educated from the Norwegian Business School (1974-1978) and received his MBA in Finance from the University of Wisconsin in 1979. Since 1996, he has served in various capacities for Wilh Wilhelmsen, a global maritime company, most recently as Group CFO from 2007 to 2016. From 2002 to 2007, he served as CEO of Wallenius Wilhelmsen, from 1999 to 2002, as Deputy CEO of Wilh Wilhelmsen, and from 1996 to 1999, as Deputy CEO of Wilhelmsen Lines AS. Prior to joining Wilh Wilhelmsen, he served as CEO and Deputy CEO for Norwegian American Line from 1988 to 1996, and worked with Kreditkassen (Nordea) from 1986 to 1988, L.M. Skaugen from 1980 to 1986, and Saga Petrokjemi from 1979 to 1980. Mr. Dyvik has extensive board experience, and currently serves as a member of the Board of NorSea Group, Norwegian Society for Sea Rescue, the Maritime Rescue School and Chair of Wilhelmsen Ferd Offshore AS. He was first elected as a director in 2017.

APPROVAL OF DIRECTORS' FEE FOR THE PERIOD MAY 09, 2018, TO THE ANNUAL GENERAL MEETING IN MAY 2019

The Nomination Committee proposes that the Chairman shall receive in total USD 200,000 to be paid bi-annually until the Annual General Meeting in 2019.

The Nomination Committee further proposes that each of the Directors, other than the Chairman, shall receive NOK 295,000 to be paid bi-annually until the Annual General Meeting in 2019.

In addition, each of the Directors other than the Chairman, shall receive 1,650 restricted shares in the Company on May 09, 2018.

No consideration shall be paid for the restricted shares, but the Directors cannot sell any of these shares before May 09, 2020.

The Board's committee work is, unlike most compensation structures of Norwegian boards, not compensated separately but included in the total compensation of the Directors. As the position as chairman of the two committees entails additional work, the Nomination Committee proposes that 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 entails.

APPROVAL OF COMPENSATION TO THE MEMBERS OF THE NOMINATION COMMITTEE FOR THE PERIOD MAY 10, 2017 TO MAY 09, 2018

The Nomination Committee proposes that 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 works 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.

ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

The Nomination Committee proposes that the following candidate is elected to serve as member of the Nomination Committee from May 09, 2018 and for a period up to two years:

Herman Kleeven, member (re-election)

Born 1966. Mr. Herman Kleeven is educated from the University of Limburg. From 2013 H. Kleeven has been Head of Focus Equities – APG Asset Management (APG). Previously, he held portfolio management positions at Robeco and was Head of Equity Investments ING Insurance. APG is one of the largest TGS shareholders. Elected as member of the Committee since 2016.

Tor Himberg-Larsen, Committee Chairman (elected until 2019)

Born 1944. Previously Attorney-at-Law and Senior Vice President in DNB ASA. Elected Chairman of the Committee in 2011.

Christina Stray, member (elected until 2019)

Born in 1968. Presently General Legal Counsel in Folketrygdfondet. Previously an Attorney-at-Law in Wiersholm Law Firm and Attorney-at-Law for Oslo Stock Exchange. Elected as a member of the Committee since 2011).

THE CONSIDERATIONS OF THE NOMINATION COMMITTEE

The Nomination Committee has worked according to the Charter presented to the Annual General Meeting on June 7, 2011.

The Committee has in this election period communicated with some of the largest shareholders in the Company. The Committee has evaluated the Board's 2017 Self-Evaluation Report. The report has also been discussed in detail with the Chairman. In addition, the Nomination Committee has arranged meetings with the joint Board and with each TGS Director and the CEO on an individual basis.

The Nomination Committee is of the opinion that the nominated Board of Directors will have the necessary qualifications to meet challenges ahead. All Directors have in this election period contributed in a constructive way to the Company's best on and in between Board Meetings. In re-nominating the present Board of Directors, the Committee has prioritized continuity.

The Nomination Committee has in this election period experienced no conflict of interest as regards the Directors' directorships in other listed companies.

All recommendations made by the Nomination Committee are unanimous.

The Committee Chairman has communicated with the Chairman of the Board and the CEO ahead of submitting the Committee's recommendations.


Oslo, April 5, 2018

Tor Himberg-Larsen
Chairman

Christina Stray

Herman Kleeven

Appendix 4: Declaration on Executive Remuneration



TGS 2017
DECLARATION
ON EXECUTIVE
REMUNERATION

TGS 2017

Declaration on Executive Remuneration

From the Compensation Committee

TGS' Total Compensation Philosophy is closely aligned with our employees' passion for business, team-work and our results-driven culture. While base salaries are targeted at a relatively low level versus peers, our remuneration is heavily weighted in variable, performance-linked pay, which reflects the "results-driven" approach of our employees. All employees, at all levels in the organization participate in the same Short Term Incentive plan which is directly linked to the Company's operating profit. This alignment of reward fits well with the "team-work" culture of the Company. Ultimately our total rewards package is designed to attract and retain talented people who have a passion for business and consistently and continually demonstrate the highest levels of performance.

Despite another difficult year for the seismic industry, TGS delivered increased revenues and operating profit in 2017. Once again, the Company demonstrated its industry-leading ability to generate cash flow and returns. This improved performance resulted in increased pay-out from the Short Term Incentive plan which is directly linked to operating profit, thereby raising Executive team total cash compensation to an average of just below the 50th percentile. While this is below historical levels, it is moving in the right direction. The three-year measurement period for the 2015 Long Term Incentive plan was completed on 31 December 2017 with none of the performance thresholds being achieved. However, performance on the 2016 and 2017 Long Term Incentive plans is currently tracking more favorably.

The Board proposes to keep the structure of the 2018 Long Term Incentive plan unchanged from the prior year. However, following the improved return on average capital employed performance in 2017, the threshold, target and stretch target metrics will be increased. In addition, the Board is proposing to implement a broad-based Employee Stock Purchase Plan to facilitate greater TGS share ownership for all employees.

As in previous years, the Board Compensation Committee consulted with some of the Company's largest Shareholders and received valuable feedback and advice regarding the proposed compensation plan for 2018.

Mark Leonard, Director and Chair of the Compensation Committee
22 March, 2018

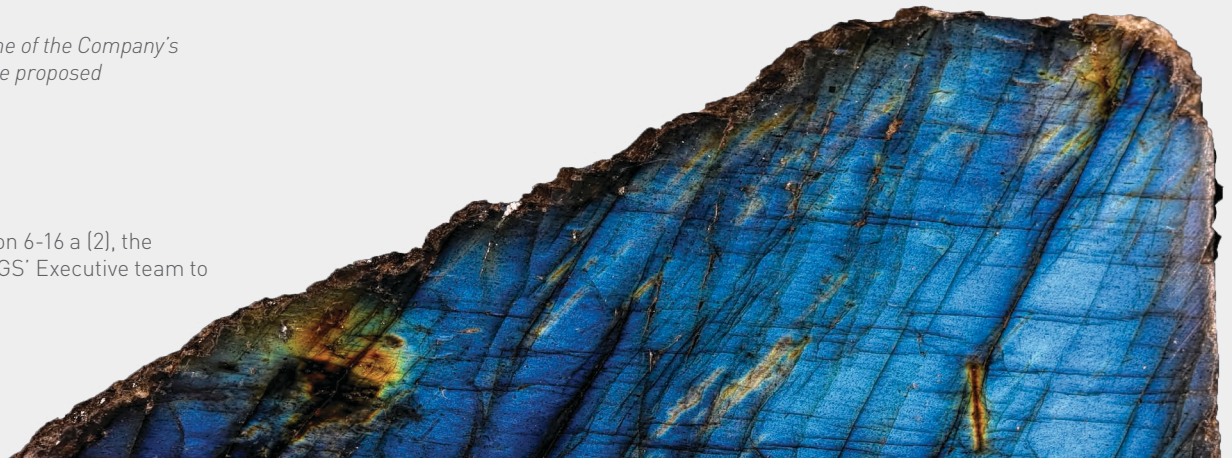
Pursuant to the Norwegian Public Limited Liability Companies Act, section 6-16 a [2], the board will present the following declaration regarding remuneration of TGS' Executive team to the 2018 annual general meeting.

1. Executive Remuneration Policy Statement

1.1. Total Compensation Philosophy

TGS' Total Compensation Philosophy, as approved by the Board, is to provide a robust and competitive total rewards package that attracts and retains talented people and provides the greatest rewards for its employees who consistently and continually demonstrate the highest levels of performance.

TGS uses a blend of components: base salary, incentive compensation (short-term and long-term awards) and non-financial benefits. TGS base salaries are targeted below the median of the compensation peer group. TGS' total actual cash compensation, defined as base salary and Short Term Incentives (an annual performance cash bonus directly linked to TGS' operating profit), is intended to exceed the market average in years where the company performs above market (target above 50th and up to 75th percentile of the market). It is also heavily weighted in variable pay so that employees share in the same risk and rewards as its shareholders. The Board of Directors believes that the issuance of Long Term Incentives is a valuable tool to aid in the retention of key employees and serves to reinforce the importance of maintaining a longer-term focus towards shareholder value creation.



The following table summarizes the main elements of TGS' Executive Remuneration in 2017:

Remuneration Element (2017)	Objective	Award Level	Performance Criteria
Base Salary	Base salary in combination with STI and LTI should attract and retain Executives	Around 25 th percentile of our peer group	Base salary is subject to annual review with performance assessed based on fulfilment of pre-defined goals (see 2.2 below)
Short Term Incentive (STI)	Drive and reward individuals for annual achievement of business objectives and maintain a strong link between compensation and Company's financial performance	Target Total Cash Compensation (Base Salary + STI) above 50 th and up to 75 th percentile of the market in years where the Company performs above market	Target STI is set based on individual level of responsibility, individual contribution and performance (see 2.2 below). Actual payout is a direct function of the Company's operating profit
Long Term Incentive (LTI)	Strengthen the alignment of top management and Shareholder interests and retention of key employees	Target award at x2 base salary for CEO and x1to x1.5 average of base salary for CFO and other Executives	Participation in the LTI plan and the size of the award is reflective of the level and impact of the position. Performance criteria for payout based on ROACE target, Relative ROACE, and HSE performance
Benefits	Industry competitive pension and insurance plans	U.S: 6% 401k matching (cap at \$18k); Norway: 5.6%/15% below/above 7G (12G cap); UK: 7%	N/A

1.2. Total Compensation Philosophy - Executive Remuneration

TGS is an international company operating in the global geoscience industry. Its operations are conducted world-wide and the Company's employment base is and needs to be largely international. The Company's CEO and a large part of the Executive team are based in the U.S. The total compensation package for the CEO and other Executives therefore must be competitive within the Norwegian labor market, the U.S. labor market and internationally. Both the level of total compensation and the structure of the compensation package (in particular the variable pay component) for our CEO and other Executives must attract and retain talented international leaders.

Executive Compensation Policy:

- Internationally competitive compensation package & structure
- Attract and retain talented leaders
- Reward consistent and continual high-level of performance
- Heavily weighted towards performance-based, variable pay to align with Shareholders
- Incorporate share-based rewards & ownership requirements to align with Shareholders
- Balance reward of short-term performance with longer term value creation

The compensation program for Executives consists of industry competitive benefit programs, base salaries, short-term incentives and long-term incentives. Since 2015, the Long Term Incentives have been implemented through an annual Performance Share Unit ("PSU") plan. The various compensation elements are

balanced in a way that recognizes the individual Executive's responsibilities and his or her ability to influence the short and long-term profitable growth of the Company. Compensation is reviewed annually with performance assessed based on fulfilment of pre-defined goals (see 2.2 below). Base salaries are consciously set low for Executives (around 25th percentile of our peer group) while the short-term incentive can be comparatively high.

1.3. Governance

The Board of Directors has established a Compensation Committee with responsibility for reviewing Executive remuneration and making recommendations to the Board. The Compensation Committee is composed of independent directors: Mark Leonard (Chair), Wenche Agerup, Torstein Sanness and Elisabeth Grieg (appointed in 2017).

The CEO is responsible for proposing the compensation packages (excluding his own) for all Executives for Compensation Committee review and Board approval. The CEO's proposal will be based on performance assessed against pre-defined goals.

The Compensation Committee is responsible for recommending the CEO's compensation package to the Board for final review and approval. This includes the CEO's target bonus, which is specifically set by the Board.

The Board believes executive compensation should be reasonable and fair according to prevailing industry standards in the geographical markets where TGS operates, and should be understandable relative to scale, complexity and performance. The Board strives to ensure that executive compensation is administered consistently according to the TGS Total Compensation Philosophy.

The Compensation Committee retains an independent third-party compensation

benchmarking firm to assess and recommend changes to TGS' executive compensation practices relative to its peer group. The peer group is composed of several competitors and international oil and gas services companies (18 companies in total, seven of which are U.S. and five Norwegian). The peer group is determined by considering a combination of relative factors including annual revenue, profit, market capitalization, return on equity (ROE) and return on average capital employed (ROACE). This independent executive compensation analysis is conducted annually.

The following table shows the peer group for executive remuneration in 2017. Gulfmark Offshore, Songa Offshore and TESCO were removed from the peer group used in 2016 due to either bankruptcy or industry consolidation. ION Geophysical, James Fisher & Sons and Kvaerner were added to the peer group in 2017 based on analysis of the aforementioned benchmarking criteria.

Aker Solutions	Fred Olsen Energy	Kvaerner
CARBO Ceramics	Fugro N.V.	Oil States International
CGG Veritas	Helix Energy Solutions	Pason Systems
Core Laboratories	Hunting PLC	Petroleum Geo-Services
Dril-Quip	ION Geophysical	Prosafe
Forum Energy Technologies	James Fisher & Sons	Shawcor

1.4. Review of Results of 2017 AGM Remuneration Proposals

The TGS Total Compensation philosophy and the specific structure and metrics of the Long Term Incentive plan are reviewed annually with the Company's largest shareholders (representing approximately 45% of issued share capital). At the 2017 annual general meeting, the Company's shareholders were requested to conduct a non-binding advisory vote to approve the remuneration principles for Executives and a binding vote to approve the 2017 Long Term Incentive stock plan funded by free-standing warrants. Both motions were approved with 99.3% and 99.01% respectively of votes cast in favor.

1.5. Evolution of Long Term Incentive Plan and Executive Share Ownership Guidelines

The Company historically issued stock options, or on occasions Share Appreciation Rights, as long-term incentives, but decided to replace the stock options program in 2014 with a system that is both more performance-based and more tightly aligned with long term shareholder interests.

For past stock option programs, the Compensation Committee recommended to the Board of Directors the number of stock options to be issued to Executives. The number of stock options granted was directly linked to Company and individual performance. As a general policy, stock options were issued at market price when granted, vested over a four-year period starting on the third anniversary of the grant and expired five years after the stock option pool was approved by shareholders at the AGM. Under Norwegian law and the respective resolutions from the AGM, five years

is the maximum lifetime of a warrant to secure a stock option. As of 31 December 2017, there were 232,300 stock options outstanding under the 2013 Plan. All options will have expired on or before 4 June 2018.

In 2014, the Company moved to a cash-based Long Term Incentive plan with cash bonus being linked to performance against defined metrics, measured over a three-year period. Since 2015, Long Term Incentives have been implemented through an annual equity based PSU plan, with performance measured over a three-year period, and the Board expects this to continue in the foreseeable future.

In 2014, the Board implemented share ownership guidelines for Executives. These guidelines are designed to encourage long-term share ownership and to ensure that Executives hold stock. The CEO is required to hold three times base salary in TGS stock, the CFO is required to hold two times base salary and all other members of the Executive team are required to hold one times their base salaries in TGS stock. Executives have until 12 August 2019 or, if later, five years from the date the Executive is first subject to the guidelines, to meet the ownership requirement. If an Executive does not meet the Executive Share Ownership Guidelines, the Executive must retain all shares awarded from any Long Term Incentive plan until the requirement is satisfied.

In the Long Term Incentive plans adopted in 2014 to 2017, the Long Term Incentive awards vested or became exercisable in full immediately upon a Change of Control, as defined in the respective plan. Following shareholder feedback, the Change of Control provision will be removed from the 2018 Long Term Incentive plan and subsequent plans. As such, in the event of a change of control, the 2018 Long Term Incentive plan awards will not become automatically vested.

If an Executive's employment is terminated for any reason prior to the vesting date, the Executive forfeits any Long Term Incentive, unless the Board provides otherwise.

2. Executive Remuneration in 2018

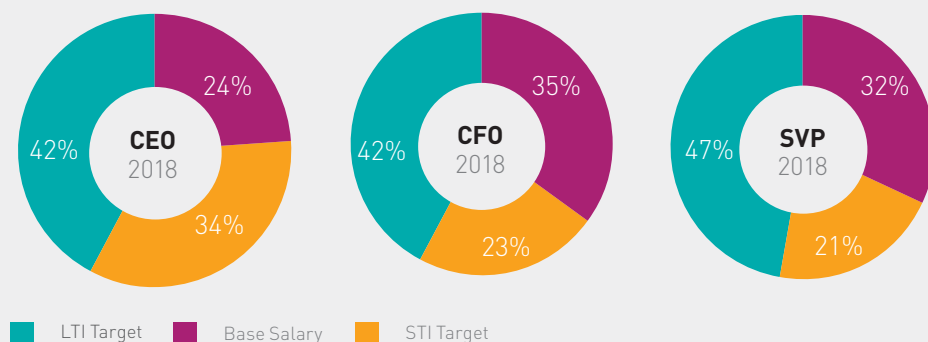
2.1. Remuneration overview 2018

TGS Executive base salaries are targeted at around the 25th percentile versus peers. Third party compensation benchmarking indicates that on average the TGS Executive team is paid slightly below the market 25th percentile.

TGS Executive remuneration is heavily weighted in variable, performance-linked pay. The Short Term Incentive plan (see 2.3 below) is intended to bring total cash compensation above the market average in years where the Company performs above market (target above 50th and up to 75th percentile of the market). Due to the challenging market conditions the target Short Term Incentive currently falls some way short of this aspiration such that the target total cash compensation for TGS Executives in 2018 is approximately 10% below the market 50th percentile (based on third party compensation benchmarking).

The TGS Long Term Incentive PSU plan for Executives (see 2.4 below) is intended to strengthen the alignment of Executive and Shareholder interests, and aid retention in a competitive marketplace. Third party compensation benchmarking indicates that the target award level is between the market 50th and 75th percentile. This has increased from 2017 due to stronger stock price and NOK to USD exchange rate. The proposed number of stock awards remains flat with 2017.

The following charts highlight the distribution of the various 2018 compensation components for the CEO, CFO and a Senior Vice President (SVP). The Short Term Incentive is shown at target level and the 2018 Long term Incentive is valued based on performance at target level and a share price of NOK 190 with a NOK:USD exchange rate of 0.125. For illustrative purposes one SVP was selected.



Executive Pay Overview 2014 – 2018

The table below compares the target Total Compensation for CEO, CFO and a Senior Vice President (SVP) from 2014 to 2018. The purpose of the table is to allow a simple comparison of the total targeted compensation that is established for Executives each year, removing variances caused by the timing of actual payments from the Short and Long Term Incentive plans. The Short Term Incentive numbers shown are based on what can be earned (accrued) for the full plan year. This will differ from actual bonus payments made in the year (see section 3.3) as bonus payments are made approximately two months after the end of the relevant quarter (i.e. a proportion of the Short Term Incentive will be paid in the following year). The Long Term Incentive targets shown in each year reflect the three-year plan that is implemented in that year with payout occurring three years later. For example the Long Term Incentive Target shown for 2015 is scheduled to payout during 2018 (although in this case the actual payout will zero due to performance being below threshold for all metrics). The Long Term Incentive Target shown for 2018 will not payout until 2021, subject to achievement of the performance metrics.

	Year	Base Salary as of January CY ¹ (USD)	Annual Target STI (USD) ²	Actual Plan Year STI (USD) ²	Annual LTI (Target) ³	LTI Pay-out after 3-years (USD)	Total Compensation (Target)
CEO	2014	489,000	1,250,000	1,129,170	367,200	N/A	2,106,200
	2015	506,000	961,302	263,751	574,231	N/A	2,041,533
	2016	506,000	400,000	441,800 ⁴	588,475	TBD	1,494,475
	2017	500,000	450,000	959,130	877,636	TBD	1,827,636
	2018	550,000	785,250	TBD	969,000	TBD	2,304,250
CFO	2014	365,444	418,423	377,977	245,276	1,433	1,029,143
	2015	301,880	550,020	136,330	287,115	0	1,139,015
	2016	354,819	125,751	138,892 ⁴	276,929	TBD	757,500
	2017	348,701	134,796	287,304	413,005	TBD	896,502
	2018	383,850	248,978	TBD	456,000	TBD	1,088,827
SVP	2014	224,994	395,278	357,068	200,225	1,702	820,497
	2015	235,000	306,551	84,108	172,269	0	713,820
	2016	235,000	110,000	121,495 ⁴	225,005	TBD	570,005
	2017	250,000	113,000	240,848	335,567	TBD	698,567
	2018	254,375	169,500	TBD	370,500	TBD	794,375

Notes:

¹ Base Salary as of 1st January of each year for Executive in place on that date; CEO resigned in March 2016

² Full plan year payment not 100% paid in year earned.

³ Based on achievement of metrics at mid-level targets. Exchange rates and stock price calculated at date of AGMs except for 2018 where stock price of NOK 190 and exchange rate of 0.125 has been applied.

⁴ Unallocated 2016 Short Term Incentives were used to fund a special Executive team share-matching bonus in Q1 2017, whereby TGS provided cash to match one-for-one share purchases up to 25% of each Executive's 2016 Short Term Incentive target. The Company has no plans to continue this special bonus in the future.

2.2. Performance Criteria for Base Salary and Short Term Incentive Awards

Individual salary increases and setting of target Short Term Incentive awards for Executives and employees alike are based on review of performance against individual goals. All individual goals roll-up to TGS corporate goals. TGS establishes its corporate goals at the start of each year and shares these across the organization. In 2018 the corporate goals are Financial Performance (measured through ROACE), Customer Engagement (targeting defined customer prefunding targets for new investments and growth in sales from the data library) and Employee Engagement (measured through annual employee engagement survey). Each of the corporate goals is broken into a number of sub-goals under which Executives will have specific individual goals that are also flowed down into their respective organizations, such that every employee will have relevant goals that contribute to the overall corporate goals.

Corporate Goal	Target	Sub-Goals	Example Executive Goals
Financial Performance	ROACE higher than 10%	Revenue Operating Cost Capital Efficiency Cash	Sales targets Operating cost savings Contract negotiation Project ROI Product delivery Cash management
Customer Engagement	45-50% Prefunding of new investments Grow late sales versus 2017	Customer Interaction Customer Outreach Customer Service Customer E-Interaction	# Client meetings Client events Marketing activities Quality & delivery Customer feedback Online experience
Employee Engagement	Improve Employee Engagement Capital versus 2017 (>61% as measured by third party, CEB)	Culture Values Career / Development Work Environment & Management	Team interaction Community activities HSE Shareholder relations Succession planning Training & development Up/down communication

The CEO's goals for 2018 are aligned to the corporate goals with specific emphasis on ROACE, cash flow, revenue, cost, employee engagement and senior level client engagement.

2.3. Short Term Incentives 2018

TGS targets total cash compensation (a combination of base salary and Short Term Incentive) above the 50th and up to 75th percentile of the market in years where TGS performs above market. With base salaries for Executives consciously set low (around 25th percentile of our peer group), the total cash compensation is therefore designed to be heavily weighted towards variable Short Term Incentive compensation.

TGS operates a Short Term Incentive plan that is directly linked to TGS' operating profit. This plan has been successfully used by TGS for over 20 years to focus all employees on generating operating profit. The 2018 plan will be funded by allocating 12.75% of TGS operating profit (reduced from 13.25% in 2017) to be shared among all full-time employees (approximately 2.3% designated for Executives and the remaining 10.45% designated for all other employees). The percentage of operating profit designated should be determined by the amount of operating profit in the budget and the amount of bonus needed to compensate employees in line with the TGS Compensation Philosophy and peer group comparison.

Short Term Incentive target awards remain lower than pre-2016 due to the challenging market conditions, resulting in target Total Cash Compensation for Executives in 2018 that are on average approximately 10% below the market 50th percentile based on third party benchmark data (versus the aspiration of 50th to 75th percentile).

Individual Short Term Incentive bonus targets are set at the beginning of each plan year. The targets are based on individual level of responsibility in the organization, individual contribution, performance versus previous year goals (see 2.2 above) and benchmark data. In 2018 the CEO bonus target is set at 143% of base salary. The other Executives have bonus targets between 34% and 90% of base salary.

The actual bonus amounts paid over a plan year are directly proportional to the actual operating profit of TGS. This ensures that there is direct linkage to Company performance. The bonus is paid quarterly following announcement of quarterly financial results. If the Board anticipates that the upcoming quarter(s) will result in a negative operating profit, the plan includes a withholding provision that may be instituted at the Board's discretion. The actual payout is limited to a multiple of two and a half (2.5) times target bonus. This cap has been reduced from twice base salary in 2016 and three times target bonus in 2017. When the market improves and target bonuses return towards historical levels it is expected that the cap will return to twice the target bonus (as was the case prior to 2016). Since 2000 the average payout has been 103% of target with the lowest payout being 27% and the highest payout being 213% of target.

For Executives, TGS reserves the right to demand the repayment of any cash performance bonus that has been paid on the basis of facts that were self-evidently incorrect, or as the result of misleading information supplied by the individual in question.

2.4. Long Term Incentives 2018

A limited amount of share-based awards are usually issued each year upon authorization from shareholders at the Annual General Meeting (AGM).

In 2018 the Executive team members (currently 10 staff) will be eligible to participate in the 2018 Long Term Incentive PSU plan. It is proposed that each Executive will be granted PSUs based on his or her individual performance (see 2.2 above), span of responsibility and ability to execute the TGS business plan. Three years from the date of grant, which is anticipated to be August 2021 for the proposed 2018 plan, the PSUs will be converted to a number of TGS shares depending on how certain metrics are achieved.

A threshold, target and stretch (cap) is set for each metric, and no shares will be earned in each category if final values are below the performance threshold. A cash bonus in an amount equivalent to dividends paid on TGS common shares will accrue on PSUs that are ultimately awarded.

In 2018, the Board proposes maintaining the same plan structure as 2017. The plan will therefore comprise an absolute ROACE metric, a relative ROACE metric and a mix of leading and lagging HSE metrics. The absolute ROACE threshold, target and stretch target metrics will be increased from last year such that an average ROACE of more than 10% will be required for any payout to occur. Target ROACE will be set at 17% and stretch will be set at 24%. In 2017 TGS ROACE was 10%.

For 2018, TGS proposes that the CEO be granted up to 68,000 PSUs, the CFO be granted up to 32,000 PSUs and the remaining eight Executives granted an average of 25,000 PSUs each (300,000 maximum combined grant to Executive team, the same level as 2017). In the maximum case, this would create less than 0.3% dilution of the outstanding shares (excluding treasury shares). At a stock price of 190 NOK and currency exchange rate of 0.125 USD/NOK, the plan is worth \$4.3 million at the target level and \$7.1 million if all stretch targets are achieved.

TGS is also proposing a 144,200 Restricted Stock Units (RSUs) plan for other key employees (around 60 staff or 10% of the workforce). Executives will not qualify for RSUs. Key employees in the RSU plan must achieve satisfactory performance against their goals over the three-year plan period to earn the RSU's. The individual performance goals will be based on the performance criteria described in section 2.2 above with a focus on goals that support the corporate targets for ROACE, customer engagement and employee engagement.

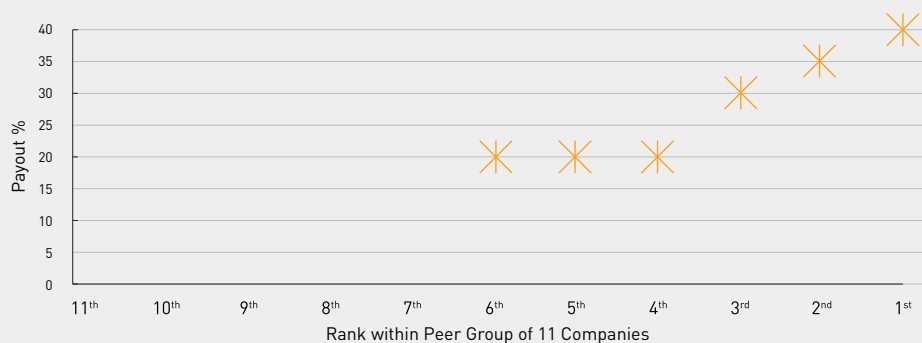
TGS will request the issuance of 444,200 shares to fund both the PSU and RSU Long Term Incentive Plans. In the maximum case, this would create less than 0.44% dilution.

The following table describes the specific metrics with target payout set at 60% of the PSU grant and stretch target set at 100% of the PSU grant.

2018 PSU Plan	Performance	Percentage Payout	
Metric 1: Relative ROACE	Below 50 th percentile	0%	Below Threshold
<i>TGS ROACE relative to seismic peer group (11 companies: TGS, CGG, PGS, Schlumberger, ION, Spectrum, Polarcus, Rieber (Shearwater), Seabird, EMGS, Seitel)</i>	50 th to 75 th percentile but not top 3	20%	Target
	3rd	30%	
	2nd	35%	
	1st	40%	Stretch (Max)
Metric 2: Absolute ROACE	10%	0%	Below Threshold
<i>EBIT/Avg capital employed (2018+2019+2020) / 3</i>	17%	20%	Target
	24%	40%	Stretch (Max)
	Metric 3: HSE	Zero Lost Time Injuries	6.66%
<i>2 Leading, 1 Lagging</i>	Safety Inspections	6.66%	Target
	Crew Safety Visits	6.66%	Target

With respect to Absolute ROACE, where actual performance falls between the threshold and target or between the target and stretch then the actual payout will be based on a linear calculation.

For Relative ROACE the chart below shall be used to determine the actual payout.



The Board believes that the proposed target metrics are sufficiently challenging and should align with Shareholder expectations. Historical performance is provided in the following table.

Metric	2018 Threshold	2018 Target	2018 Stretch	2017	2016	2015
Relative ROACE	50 th percentile	50 th to 75 th	1st	1st	1st	3rd
Absolute ROACE	10%	17%	24%	10%	5%	-2%
Lost Time Injuries	Zero	Zero	Zero	Zero	1 - Fail	Zero

2.5. Employee Share Purchase Plan

In 2018, TGS proposes to implement an Employee Share Purchase Plan (ESPP). The intent is to encourage broader share ownership among TGS employees to further increase alignment with Shareholders. Under the proposed ESPP, employees would save money (voluntary deduction from net, after-tax payroll) over a period of not less than six months (the Offer Period). Upon completion of the Offer Period, employees would have the option to use the savings to purchase TGS stock at a maximum 15% discount to market price. A minimum stock holding period may be applied to qualify for the discount. The maximum number of shares per six month Offer Period would be restricted to 100 per employee. Shares would be purchased from the market. Executives would be permitted to participate in the ESPP. The cost for TGS to administer this plan and fund the discount is expected to be approximately \$200,000 per annum based on industry average rates of employee participation.

2.6. Pension and Insurance Plans

The TGS Executive team are part of the TGS general pension plan (401k in U.S.) as administered in accordance with local custom and policy in Norway, U.S. and U.K. The pension plan is assessed annually based on a review of market and peers in each geography and no special or additional pension contributions are given to Executives. In 2018 TGS will make the following maximum pension contributions (as a percentage of cash compensation) to Executives depending on location:

- 6% 401k matching (cap at \$18k) in U.S.
- 5.6% / 15% below/above 7G (12G cap) pension in Norway.
- 7% contribution in U.K.

The TGS Executive team and their dependents are also provided with the option to participate in health and death insurance benefits as generally available to employees of TGS and in accordance with local custom and policy. In addition, Executives are offered an annual medical / health assessment.

2.6. Severance Pay Arrangements

The maximum amount payable to the CEO in case of termination of employment without cause or for good reason is one times the amount of his highest annual

base salary in effect during the three years that immediately precede the date of termination spread over an ensuing one-year period conditional upon his continued compliance with restrictive covenants.

The maximum amount payable to the CFO in case of termination for any reason other than redundancy, gross misconduct or statutory retirement is one times the amount of his highest annual base salary in effect during the three years that immediately precede the date of termination spread over an ensuing one-year period conditional upon his continued compliance with restrictive covenants.

The amount payable in the case of termination associated with a “change of control” event is one times the highest gross annual compensation received during the three years immediately preceding the “change of control” event, paid as a lump sum.

No other members of the Executive team have employment agreements providing termination benefits.

3. 2017 Remuneration Results and Assessment

3.1. Compliance with 2017 Statement and Authorizations

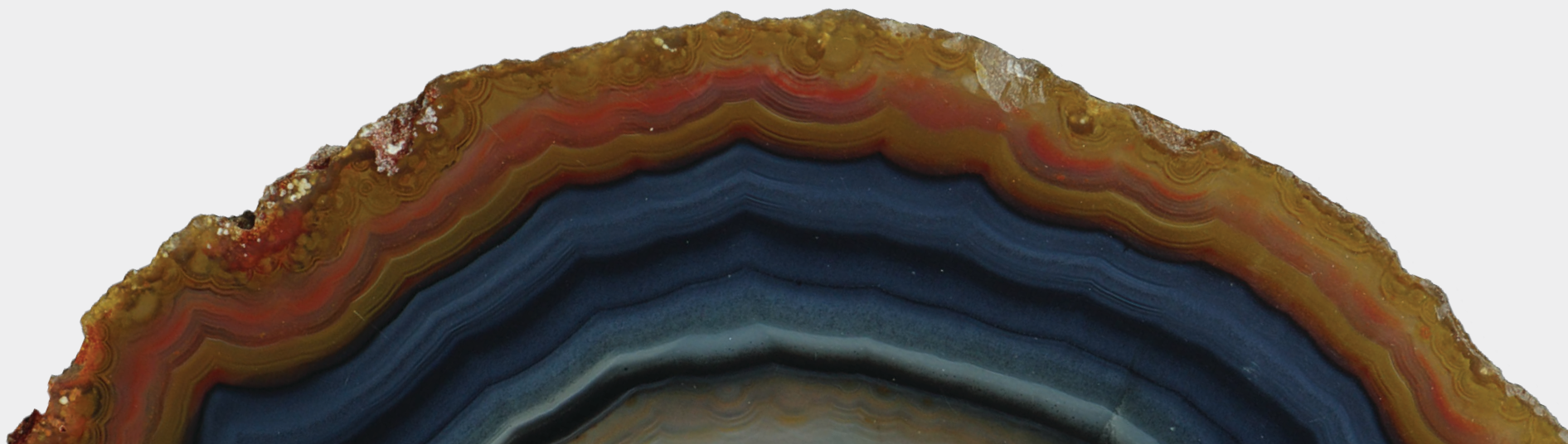
In accordance with section 6-16a of the Norwegian Public Limited Companies Act, during 2017 the Board prepared a statement with respect to the principles for remuneration of Executives of the Company which was noted and approved at the annual general meeting. In addition, the Board presented the 2017 Long Term Incentive plan to the annual general meeting which was also approved.

The Board of Directors believes that the compensation awarded to Executives in 2017 fully complies with the statements, proposals and approvals from the 2017 annual general meeting.

Approved at 2017 AGM	Status	2017 Actual
Executive base salaries are consciously set low (around 25 th percentile of our peer group)	Compliant	Third party benchmark data from October 2017 indicated that actual base salaries are slightly below the 25 th percentile
13.25% of operating profit allocated to Short Term Incentive bonus pool	Compliant	Actual payout was below 13.1% of operating profit (due to employee turnover)
Long Term Incentive plan with Relative ROACE, Absolute ROACE and HSE metrics	Compliant	Long Term Incentive plan implemented as proposed to AGM
Issue maximum of 444,200 warrants to fund Long Term Incentive Plan	Compliant	437,000 warrants issued relating to 2017 Long Term Incentive (296,000 PSUs and 141,000 RSUs)
Stock Ownership Guidelines	Compliant	Executives have until 12 August 2019 or later to meet Guidelines

3.2. Performance in 2017

In its assessment of the CEO and Executive performance in 2017, and consequently annual base salary, and Short Term Incentive, the Board put emphasis on financial goals (including specific targets for cash flow, revenue, operating profit and ROACE), strategic goals (including positioning the company for current market conditions and counter-cyclical investment), employee engagement, customer engagement and cost control. Performance against these goals was either at or ahead of target.



Executive Management 2017

Executive Management	Salary	Bonuses	Other Benefits	Payments from long-term incentive plans	Total Remunerations
Kristian Johansen (CEO from 11 March 2016)	528	972	68	26	1,594
Sven B Larsen	366	272	18	-	656
John A. Adamick	242	257	25	70	594
Knut Agersborg	177	109	20	66	372
Katja Akentieva	298	203	22	14	537
Zhiming Li	342	288	22	41	693
Tana Pool	305	172	22	2	502
Will Ashby	243	100	16	60	419
Fredrik Amundsen	208	220	15	-	443
Tanya Herwanger (Executive from January 2017)	178	71	16	-	265

Executive Management 2016

Executive Management	Salary	Bonuses	Other Benefits ¹⁾	Payments from long-term incentive plans	Total Remunerations
Kristian Johansen (CEO from 11 March 2016)	477	93	66	-	635
Sven B Larsen	328	25	18	-	372
John A. Adamick	247	25	6	30	310
Knut Agersborg	174	10	19	-	203
Katja Akentieva	288	20	18	-	326
Zhiming Li	336	28	24	30	418
Tana Pool	291	16	29	-	336
Will Ashby (Executive from April 2016)	218	20	14	-	252
Fredrik Amundsen (Executive from April 2016)	177	36	16	-	228
Stein Ove Isaksen (Executive until April 2016)	247	-	18	-	265
Robert Hobbs (CEO until 11 March 2016)	174	-	636	53	863
Genie Erneta (Resigned in June 2016)	134	-	192	15	341

¹⁾ Termination benefits are included in "Other Benefits" for Robert Hobbs and Genie Erneta.

Long Term Incentives

Executive Management	No. of Shares Held 31/12/2017	No. of Options Held 31/12/2017	No. of Options Granted in 2017	No. of Options Exercised in 2017	PSUs awarded in 2017	Total balance of free-standing warrants related to PSUs/RSUs	WAEPI (in NOK)
Kristian Johansen (CEO)	20,000	12,000	-	39,500	68,000	156,000	176.96
Sven B Larsen (CFO)	3,600	-	-	-	32,000	84,000	-
John Adamick (SVP Data & Analytics)	38,500	-	-	42,000	26,000	64,000	176.96
Knut Agersborg (VP Global Services)	4,700	-	-	42,000	23,000	58,000	176.96
Will Ashby (VP HR & Communication)	1,414	-	-	6,500	23,000	47,800	174.40
Katja Akentieva (SVP Onshore & GPS)	2,500	-	-	10,100	26,000	64,000	181.90
Zhiming Li (SVP Data Processing and Research & Development)	108,494	20,000	-	22,000	26,000	64,000	113.80
Tana Pool (VP General Counsel & Corporate Secretary)	1,575	-	-	-	23,000	58,000	-
Fredrik Amundsen (SVP Europe & Asia Pacific)	2,250	10,100	-	-	26,000	54,500	-
Tanya Herwanger (VP Africa & Middle East)	-	-	-	-	23,000	32,800	-

¹ WAEPI: Weighted average exercise prices on options exercised

The 2014 Long Term Incentive plan had minimal payout of 0.834%, arising from market share performance just above the threshold. No payout will occur under the 2015 Long Term Incentive plan due to performance being below threshold on all metrics. Performance against the 2016 and 2017 plans is tracking better, although the HSE metric in the 2016 plan was impacted by an office lost time injury occurring in the first year of the measurement period.

2014 Plan

Metric	2014 Threshold	2014 Target	2014 Stretch	Results
Market Share	22%	30%	35%	22.069% - just above threshold
EPS Growth	5%	20%	30%	EPS Decline - Fail
Lost Time Injuries	Zero	Zero	Zero	1 - Fail

2015 Plan

Metric	2015 Threshold	2015 Target	2015 Stretch	Results
Market Share	26%	29%	32%	20% - Fail
Absolute ROACE	25%	30%	35%	4.5% - Fail
Lost Time Injuries	Zero	Zero	Zero	1 - Fail

2016 Plan

Metric	2016 Threshold	2016 Target	2016 Stretch	Status at 31 Dec 2017
Market Share	24%	26%	28%	TBD (based on 2018 market share)
Absolute ROACE	4%	8%	12%	7.68% [average 2016 & 2017]
Lost Time Injuries	Zero	Zero	Zero	1 - Fail

2017 Plan

Metric	2017 Threshold	2017 Target	2017 Stretch	Status at 31 Dec 2017
Relative ROACE	50 th percentile	50 th to 75 th percentile	1st	1st
Absolute ROACE	5%	10%	15%	10%
HSE inc. Lost Time Injuries	Zero	Zero	Zero	On track



TGS 

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