



**INNKALLING TIL
ORDINÆR GENERALFORSAMLING**

Det innkalles herved til ordinær generalforsamling for 2021 i PGS ASA ("PGS" eller "Selskapet"). Møtet vil bli avholdt helelektronisk via Lumi AGM løsning den

21. april 2021 kl. 15.00

VIKTIG BESKJED:

På grunn av restriksjoner og råd fra norske myndigheter knyttet til COVID-19 har Selskapets styre besluttet å gjennomføre møtet helelektronisk og være tilgjengelig online via Lumi AGM. Alle aksjonærer vil kunne delta på møtet, stemme og stille spørsmål fra smarttelefoner, nettbrett, laptop eller stasjonære enheter. For nærmere informasjon vedrørende den elektroniske deltakelsen vises til beskrivelsen på slutten av dette dokumentet og veiledning gjort tilgjengelig som Vedlegg X til innkallingen.

Vedleggene til innkallingen følger ikke med papirversjonen av innkallingen, men er gjort tilgjengelige på www.pgs.com.

Selskapets styre har besluttet å innkalle til ordinær generalforsamling for å stemme over sakene beskrevet nedenfor.

Generalforsamlingen vil bli åpnet av styreleder, og i henhold til vedtektenes § 9 vil styreleder også lede generalforsamlingen.

SAK 1 GODKJENNELSE AV INNKALLING OG AGENDA

SAK 2 VALG AV PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

Det foreslås at det velges en person blant de tilstedeværende på generalforsamlingen til å medundertegne protokollen.

SAK 3 GODKJENNELSE AV ÅRSBERETNING OG ÅRSREGNSKAP FOR PGS ASA OG KONSERNET FOR 2020

Årsberetning og årsregnskap for PGS ASA og konsernet for 2020 er fremlagt som Vedlegg I til innkallingen.

Forslag til vedtak:

Generalforsamlingen godkjenner årsberetning og årsregnskap for 2020 for PGS ASA og konsernet.



SAK 4 GODKJENNELSE AV REVISJONSHONORAR FOR 2020

Revisjonshonoraret for PGS ASA for 2020 er på kr. 4,8 millioner. Dette beløpet inkluderer ikke honorar i tilknytning til revisjon av Selskapets datterselskaper, revisjon av Selskapets konsoliderte regnskaper eller for andre utførte tjenester.

Forslag til vedtak:

Generalforsamlingen godkjenner revisjonshonoraret for 2020.

SAK 5 VALG AV STYREMEDLEMMER

Forslagene til valg av styremedlemmer er basert på anbefalinger i Valgkomitéens rapport, se Vedlegg II til innkallingen og selskapets vedtekter § 6 a). Den foreslåtte tjenesteperiode for styremedlemmene er frem til neste ordinære generalforsamling i 2022.

Sak 5.1 Walter Qvam (styreleder)

Forslag til vedtak:

Walter Qvam blir gjenvalgt som styreleder for en ny tjenesteperiode fra og med denne dato og til og med den neste ordinære generalforsamling i 2022.

Sak 5.2 Anne Grethe Dalane

Forslag til vedtak:

Anne Grethe Dalane blir gjenvalgt som styremedlem for en ny tjenesteperiode fra og med denne dato og til og med den neste ordinære generalforsamling i 2022.

Sak 5.3 Richard Herbert

Forslag til vedtak:

Richard Herbert blir gjenvalgt som styremedlem for en ny tjenesteperiode fra og med denne dato og til og med den neste ordinære generalforsamling i 2022.

Sak 5.4 Marianne Kah

Forslag til vedtak:

Marianne Kah blir gjenvalgt som styremedlem for en ny tjenesteperiode fra og med denne dato og til og med den neste ordinære generalforsamling i 2022.



Sak 5.5 Trond Brandsrud

Forslag til vedtak:

Trond Brandsrud blir gjenvalgt som styremedlem for en ny tjenesteperiode fra og med denne dato og til og med den neste ordinære generalforsamling i 2022.

SAK 6 VALGKOMITÉ – VALG AV MEDLEMMER

Forslaget til valg av Valgkomitéen er basert på anbefalinger i Valgkomitéens rapport, se Vedlegg II til innkallingen samt Selskapets vedtekter § 6 b). Medlemmene av Valgkomitéens tjenesteperiode er etter Valgkomitéinstruksen to år, med mindre generalforsamlingen beslutter en kortere periode. Forslaget er å beslutte en kortere tjenesteperiode som varer frem til neste ordinære generalforsamling i 2022.

Sak 6.1 Harald Norvik (leder)

Forslag til vedtak:

Harald Norvik blir gjenvalgt som leder av Valgkomitéen for en ny tjenesteperiode fra og med denne dato og til og med den neste ordinære generalforsamling i 2022.

Sak 6.2 Terje Valebjørg

Forslag til vedtak:

Terje Valebjørg blir gjenvalgt som medlem av Valgkomitéen for en ny tjenesteperiode fra og med denne dato og til og med den neste ordinære generalforsamling i 2022.

Sak 6.3 Alexandra Herger

Forslag til vedtak:

Alexandra Herger blir gjenvalgt som medlem av Valgkomitéen for en ny tjenesteperiode fra og med denne dato og til og med den neste ordinære generalforsamling i 2022.

Sak 6.4 Ole Jakob Hundstad

Forslag til vedtak:

Ole Jakob Hundstad blir gjenvalgt som medlem av Valgkomitéen for en ny tjenesteperiode fra og med denne dato og til og med den neste ordinære generalforsamling i 2022.



SAK 7 GODKJENNELSE AV HONORARER FOR STYREMEDLEMMER OG MEDLEMMER AV VALGKOMITÉEN

Sak 7.1 Forslag om å godkjenne honorarer for styremedlemmene og medlemmene av Valgkomitéen for perioden fra 22. april 2020 til generalforsamlingen 2021

I overensstemmelse med vedtektenes § 6 c) fremlegger Valgkomitéen et forslag om å godkjenne honorarene til styremedlemmene og medlemmene av Valgkomitéen for perioden fra og med 22. april 2020 til den ordinære generalforsamling i 2021, se Vedlegg III til innkallingen.

Honorarene for styremedlemmene og for medlemmene av Valgkomitéen er fastsatt i henhold til de prinsippene som ble vedtatt av den ordinære generalforsamlingen i 2020, se Vedlegg IV til innkallingen.

Forslag til vedtak:

Generalforsamlingen godkjenner honoraret til hvert av styremedlemmene og til hvert av medlemmene i Valgkomitéen for perioden fra og med 22. april 2020 til den ordinære generalforsamlingen i 2021.

Sak 7.2 Forslag om å godkjenne prinsippene for fastsettelse av styremedlemmers honorar for perioden 21. april 2021 til generalforsamlingen 2022

I overensstemmelse med vedtektenes § 6 c), fremmer Valgkomitéen forslag til generalforsamlingen for fastsettelse av prinsippene for styremedlemmenes honorarer for perioden fra og med 21. april 2021 til generalforsamlingen 2022, se Vedlegg V til innkallingen.

Forslag til vedtak:

Generalforsamlingen godkjenner prinsippene for fastsettelse av styremedlemmers honorar for perioden fra og med 21. april 2021 frem til generalforsamlingen 2022.

Sak 7.3 Forslag om å godkjenne prinsippene for fastsettelse av medlemmene av Valgkomitéen sine honorarer for perioden 21. april 2021 til generalforsamlingen 2022

I overensstemmelse med vedtektenes § 6 c), fremmer Valgkomitéen forslag til generalforsamlingen for fastsettelse av prinsippene for Valgkomitéens medlemmers honorarer for perioden fra og med 21. april 2021 frem til generalforsamlingen 2022, Vedlegg V til innkallingen.

Forslag til vedtak:

Generalforsamlingen godkjenner prinsippene for fastsettelse av medlemmene av Valgkomitéen sine honorarer for perioden fra og med 21. april 2021 til generalforsamlingen 2022.



SAK 8

FULLMAKT TIL Å KJØPE EGNE AKSJER

Generalforsamlingen i Selskapet har årlig gitt styret fullmakt til å erverve egne aksjer. Styret foreslår at denne fullmakten fornyes.

Hensikten med en slik tilbakekjøpsfullmakt er å tillate tilpasninger i Selskapets kapitalstruktur. Det er videre styrets oppfatning at en beholdning av egne aksjer vil gi Selskapet fleksibilitet ved oppfyllelse av aksjeinsentivprogrammer for ansatte og til finansiering av mulige oppkjøp og andre mulige transaksjoner foretatt av Selskapet.

Forslag til vedtak:

- (i) Styret gis fullmakt til å kjøpe aksjer i Selskapet på vegne av Selskapet.*
- (ii) Aksjene må kjøpes til alminnelige markedsbetingelser i et regulert marked hvor aksjene omsettes.*
- (iii) Aksjene skal avhendes enten som en del av oppfyllelsen av insentivprogrammer for ansatte, som en del av vederlaget ved oppkjøp som foretas av Selskapet, som en del av vederlaget i fusjoner, fisjoner eller oppkjøp som involverer Selskapet, ved at deler av eller alle aksjene slettes, for å innhente midler til spesifikke investeringer, i den hensikt å nedbetale lån (inklusive konvertible lån) eller styrke Selskapets kapitalgrunnlag. Styret står fritt til å velge hensiktsmessige avhendingsmetoder for disse formål.*
- (iv) Den maksimale pålydende verdi av aksjene som totalt kan erverves i henhold til denne fullmakt er NOK 116 162 098. Erverv av egne aksjer må ikke under noen omstendighet finne sted i et slikt omfang at antallet egne aksjer utgjør totalt mer enn 10% av aksjekapitalen. Minste beløp som kan betales for hver aksje som kjøpes i henhold til denne fullmakt er NOK 3, og det maksimale beløp er NOK 150.*
- (v) Denne fullmakten er gyldig fra registrering i Foretaksregisteret og skal være gyldig til 30. juni 2022.*
- (vi) Fullmakten til å erverve egne aksjer, innvilget den 22. april 2020, tilbakekalles fra det tidspunkt fullmakten i dette punkt 8 trer i kraft.*



SAK 9 ERKLÆRING FRA STYRET OM PRINSIPPER FOR FASTSETTELSE AV - OG RAPPORT OM - LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE ANSATTE

Sak 9.1 Forslag om å godkjenne retningslinjene for fastsettelse av lønn og annen godtgjørelse til ledende personer i Selskapet

I samsvar med allmennaksjeloven § 6-16a har styret utarbeidet retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende personer i Selskapet. Retningslinjene følger som Vedlegg VI til innkallingen og er fremlagt for generalforsamlingens godkjenning.

Forslag til vedtak:

Generalforsamlingen godkjenner retningslinjene for lønn og annen godtgjørelse til ledende personer i samsvar med allmennaksjeloven § 6-16a.

Sak 9.2 Forslag om å godkjenne rapport om lønn og annen godtgjørelse til ledende personer i Selskapet

I samsvar med allmennaksjeloven § 6-16b har styret utarbeidet rapport om lønn og annen godtgjørelse til ledende personer i Selskapet for det foregående regnskapsår. Rapporten følger som Vedlegg VII til innkallingen, og er fremlagt for generalforsamlingens rådgivende avstemming.

Forslag til vedtak:

Generalforsamlingen godkjenner rapport om lønn og annen godtgjørelse til ledende personer i samsvar med allmennaksjeloven § 6-16b.

SAK 10 GODKJENNELSE AV LANGSIKTIG INSENTIVPROGRAM FOR ANSATTE

Styret foreslår at generalforsamlingen godkjenner et langsiktig insentivprogram («Insentivprogrammet») for ansatte for perioden fra 21. april 2021. Det vil ikke bli foretatt tildelinger under 2021 Insentivprogrammet etter 21. april 2024. Det foreslåtte 2021 Insentivprogrammet er basert på programmet som ble godkjent på 2020 generalforsamlingen, hvor Selskapet kun kan gi ytelsesbaserte aksjeenheter («Aksjeenheter») til ansatte. 2021 Insentivprogrammet har imidlertid noen viktige endringer sammenlignet med 2020 Insentivprogrammet:

Styret har for 2021 Insentivprogrammet foreslått å utdele inntil 6 000 000 Aksjeenheter slik beskrevet i plandokumentet i Vedlegg VIII til innkallingen («Rammen»). Rammen er beregnet for å gi en adekvat tildeling til ledelsen. Aksjeenheter vil bli tildelt ledelsen basert på et prosentvist intervall av fastlønn. Dette intervallet er lavere enn midtpunktet for kompensasjon blant selskapene PGS sammenligner total kompensasjon med. Basert på den svake aksjekursutviklingen for Selskapet, ser Styret dette som egnet.

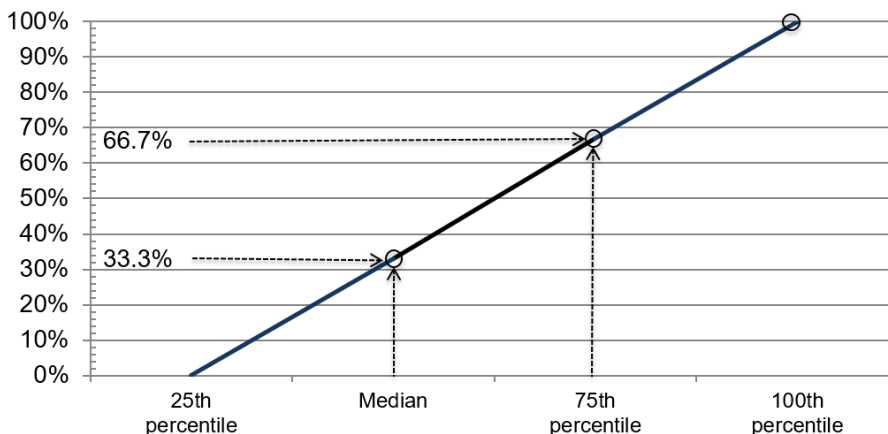
Aksjeenheterne som tildeles ledelsen under 2021 Insentivprogrammet har minimum to-års bindingstid fra oppgjør, som finner sted tre år etter tildeling. Det totale antallet Aksjeenheter tildelt under de gjeldende Insentivprogrammer - og den ekvivalente maksimale potensielle tildelingen av aksjer derunder - vil ikke overstige 5% av

Selskapet's aksjekapital. Styret er av den oppfatning at denne strukturen både godt balanserer aksjonærenes og ledelsens interesser, og legger til rette for oppnåelse av den tilsiktede kombinasjonen av fast og variable lønn beskrevet i styrets retningslinjer for fastsettelse av kompensasjon i Vedlegg VI til innkallingen.

Enhver tildelt Aksjeenhet vil, forutsatt at deltakeren i Incentivprogrammet fortsetter å være ansatt i Selskapet (eller et datterselskap), bli gjort opp tre år etter de er tildelt og på de nedenstående tilleggsvilkår:

Oppgjør av 75% av de tildelte Aksjeenhetene vil forutsette at Selskapet har oppnådd en aksjeavkastning fra tildelingstidspunktet til oppgjørstidspunktet høyere enn de laveste 25% i en gruppe av relevante selskaper («Sammenligningsgruppen»). For avkastning høyere enn de laveste 25% i Sammenligningsgruppen, vil disse Aksjeenhetene gjøres opp i henhold til følgende figur:

Aksjeavkastning



Vertikalaksen angir prosentandelen for Ytelsesbaserte Aksjeenheter som gjøres opp som en funksjon av PGS' aksjeavkastning målt mot Sammenligningsgruppen. Horizontalaksen angir Selskapets aksjeavkastning sammenlignet med Sammenligningsgruppen.

Oppgjør av 25% av de tildelte Aksjeenhetene vil forutsette at Selskapet når et forhåndsbestemt mål (definert som et intervall) for avkastning på sysselsatt kapital («ROCE») i regnskapsårene 2022 og 2023. Avkastning på sysselsatt kapital er definert som Segment EBIT (uten å ekskludere gevinst eller tap fra salg av eiendeler, nedskrivninger eller andre driftsinntekter eller kostnader) delt på gjennomsnittlig netto sysselsatt kapital (hvor netto sysselsatt kapital er summen av egenkapital og netto rentebærende gjeld). Måloppnåelsen vil være basert på det aritmetiske gjennomsnittet av avkastning på sysselsatt kapital for årene 2022 og 2023. Intervallet er mellom 10% og 15%, hvor en avkastning på 10% eller mindre vil tilsa at ingen av disse Aksjeenhetene bli gjort opp mens en avkastning på 15% eller mer vil resultere i 100% oppgjør av disse Aksjeenhetene. Måloppnåelsen er lineær fra 0% til 100% oppgjør av disse Aksjeenhetene innenfor dette intervallet.

En mer detaljert beskrivelse av vilkårene for oppgjør av de tildelte Aksjeenhetene er gitt i det fullstendige plandokumentet for 2021 Incentivprogrammet inkludert i Vedlegg VIII til innkallingen.



Ved oppgjøret vil deltakeren motta et antall aksjer i Selskapet som tilsvarer antall tildelte og oppgjorte Aksjeenheter. De Aksjeenheter som ikke blir gjort opp bortfaller. Overlevering av aksjer vil skje fra Selskapets beholdning av egne aksjer eller, hvis det ikke finnes nok egne aksjer, ved en kontantutbetaling av samme verdi. Dette vil derfor ikke innebære noen utvanningseffekt overfor Selskapets aksjonærer.

I henhold til det foreslåtte Incentivprogrammet for 2021, skal styret foreslå det maksimale antall Aksjeenheter som kan utstedes. Styret foreslår at det maksimale antall Aksjeenheter som kan utstedes under 2021 Incentivprogrammet er det samme som Rammen definert over. Følgelig vil det maksimale antall aksjer som kan tildeles deltakerne ligge innenfor Rammen. Ingen deltagere i 2021 Incentivprogrammet (inkludert administrerende direktør) kan motta mer enn 7% av Rammen.

Styret er av den oppfatning at 2021 Incentivprogrammet for nøkkelpersoner i Selskapet, hvor Aksjeenheter kun gjøres opp der Selskapet over tid har levert god aksjeavkastning i forhold til Sammenligningsgruppen og hvor avkastningen på sysselsatt kapital møter fastsatte mål, er i samsvar med de langsiktige interessene til Selskapet og aksjonærene. Videre, i tillegg til å insentivere ytelse og økte verdier for aksjonærene, vil programmet ha en rekrutteringseffekt samt at det er egnet insentiv for at talentfulle ansatte forblir i Selskapet.

De fullstendige vilkår for Incentivprogrammet for 2021 fremgår av plandokumentet i Vedlegg VIII til innkallingen.

Den 11. juni 2021 vil totalt 1 577 350 Aksjeenheter tildelt under 2018 Incentivprogrammet bli enten gjort opp eller bortfalle. Den 23. august 2021 vil 13 800 ikke-ytelsesbaserte aksjeenheter tildelt under 2016 Incentivprogrammet bli gjort opp. Etter godkjenning av det foreslåtte Incentivprogrammet for 2021 og oppgjør av de ovennevnte Incentivprogrammer, vil totalt antall utestående Aksjeenheter tildelt ansatte (inklusive hele 2021-Rammen) være 10 543 450. Forutsatt full tildeling og fullt oppgjør, tilsvarer dette ca. 2,7 % av Selskapets totale aksjekapital (per 22. mars 2021).

Generalforsamlingen oppfordres til å godkjenne Incentivprogrammet for 2021.

Forslag til vedtak:

Generalforsamlingen godkjenner det langsiktige Incentivprogrammet for 2021.

SAK 11

FORSLAG OM Å GI STYRET FULLMAKT TIL Å FORHØYE SELSKAPETS AKSJEKAPITAL

Generalforsamlingen i Selskapet har årlig tildelt styret fullmakt til å utstede nye aksjer. Styret foreslår at fullmakten som ble gitt i 2020 fornyes.

Styret er av den oppfatning at den begrensede, generelle fullmakten er nødvendig for å gi fleksibilitet i tilfelle av mulige oppkjøp og andre transaksjoner og for oppgjør av slike, og at en slik fullmakt derfor vil være i Selskapets interesse. Videre foreslås det at styret gis fullmakt til å fravike eksisterende aksjonærers fortrinnsrett for å kunne tilrettelegge for at nye aksjonærer tegner seg for aksjer.

Styret har videre foreslått å begrense den generelle fullmakten i sak 11, slik at antall aksjer som kan utstedes i henhold til denne fullmakten og fullmakten i sak 12 til å utstede konvertible lån, samlet ikke kan overstige 10% av Selskapets aksjekapital.

Forslag til vedtak:

Generalforsamlingen vedtar herved følgende styrefullmakt:

- (i) Styret gis fullmakt til å forhøye aksjekapitalen i Selskapet med totalt NOK 116 162 098 gjennom én eller flere forhøyelser av aksjekapitalen. Imidlertid er fullmakten begrenset slik at antall aksjer som kan utstedes ved denne fullmakten og fullmakten til å utstede konvertible obligasjoner, som angitt i sak 12 i protokollen fra ordinær generalforsamling avholdt 21. april 2021, samlet ikke kan overstige 10% av Selskapets aksjekapital på tidspunktet for beslutningen om å utstede nye aksjer. Styret har videre fullmakt til å fastsette prisen og vilkårene for slike tilbud og tegninger, inkludert, men ikke begrenset til, hvorvidt dette skal skje i det norske og/eller internasjonale marked, hvorvidt rettet mot bestemte investorer eller gjøres offentlig, og hvorvidt fulltegnet eller ikke.*
- (ii) Fullmakten omfatter retten til å forhøye Selskapets aksjekapital ved å tillate tingsinnskudd, og retten til å pådra Selskapet særlige forpliktelser.*
- (iii) Fullmakten skal anvendes i forbindelse med mulige oppkjøp av selskaper eller virksomhet innenfor olje- og energisektoren, inkludert oljeservicesektoren, oppgjør for forpliktelser (inkludert konvertible lån), finansiering av vesentlige investeringer, tilbakekjøp eller nedbetaling av gjeld eller til å innhente midler for å styrke Selskapets kapitalbase.*
- (iv) Styret har videre fullmakt til å sette til side aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4. Bakgrunnen for slik beslutning må begrunnes konkret av styret, og må være basert på hva som er i Selskapets beste interesse grunnet strategiske fordeler eller behov for kapitalinnskudd.*
- (v) Fullmakten omfatter vedtak om å fusjonere, jfr. allmennaksjeloven § 13-5.*
- (vi) Fullmakten skal gjelde fra og med den dag den blir registrert i Foretaksregisteret, og skal være gyldig til 30. juni 2022.*
- (vii) Fullmakten til å utstede nye aksjer som ble innvilget på generalforsamlingen 22. april 2020 tilbakekalles med virkning fra det tidspunkt fullmakten gitt i dette punkt 11 trer i kraft.*

FORSLAG OM Å GI STYRET FULLMAKT TIL Å UTSTEDE KONVERTIBLE LÅN

Selskapets generalforsamling har tidligere tildelt Styret en årlig fullmakt til å utstede konvertible lån. Styret overveier kontinuerlig muligheter for å videreutvikle Selskapet i samsvar med Selskapets strategi. En sentral del av dette er å identifisere og tilrettelegge for den riktige finansielle strukturen for Selskapet. For fortsatt å gi styret tilstrekkelig fleksibilitet til å kunne implementere en kostnadseffektiv og fleksibel finansiell struktur er det ønskelig at styret gis ny fullmakt til å beslutte og å oppta konvertible lån. Videre foreslås det at styret gis fullmakt til å fravike eksisterende aksjonærers fortrinnsrett for å kunne tilrettelegge for at nye investorer tegner seg for lånet. Styret har imidlertid foreslått å begrense fullmakten slik at antall aksjer som utstedes i henhold til konvertible lån under denne fullmakten og fullmakten i pkt. 11 til å utstede aksjer, ikke samlet kan overstige 10% av Selskapets aksjekapital.

Forslag til vedtak:

Generalforsamlingen vedtar herved følgende styrefullmakt:

- (i) Selskapet kan oppta nye konvertible lån på til sammen opptil NOK 3 500 000 000 (eller tilsvarende i annen valuta). Styret gis fullmakt til å fremforhandle og inngå konvertible låneavtaler innenfor begrensningene og i samsvar med betingelsene i denne fullmakten.*
- (ii) Selskapets aksjekapital kan forhøyes med totalt opptil NOK 116 162 098 som en følge av at lån nevnt i underpunkt (i) over konverteres til egenkapital. Fullmakten er imidlertid begrenset slik at antall aksjer som kan utstedes under denne fullmakten og den generelle fullmakten til å utstede aksjer, slik som det fremgår av pkt. 11 i protokollen fra ordinær generalforsamling avholdt 21. april 2021, samlet ikke kan overstige 10% av Selskapets aksjekapital på tidspunktet for beslutning om å utstede konvertible obligasjoner.*
- (iii) Aksjeeiernes fortrinnsrett til å tegne seg for lånet kan settes til side. Slik beslutning må begrunnes konkret av styret, og må være basert på å være i Selskapets interesse grunnet strategiske fordeler eller behov for kapitalinnskudd.*
- (iv) Fullmakten til å utstede nye konvertible lån skal gjelde fra og med den dag den blir registrert i Foretaksregisteret, og skal være gyldig til 30. juni 2022. Fullmakten til å forhøye aksjekapitalen i samsvar med underpunkt (ii) er gyldig så lenge Selskapet er forpliktet til slik konvertering etter låneavtalene.*
- (v) Fullmakten til å utstede konvertible lån som ble innvilget den 22. april 2020, tilbakekalles når fullmakten gitt i dette punkt 12 trer i kraft.*



SAK 13

SKADESLØSHOLDELSE AV STYREMEDLEMMENE OG ADMINISTRERENDE DIREKTØR

Det har vært Selskapets praksis at den ordinære generalforsamlingen treffer et vedtak om at styremedlemmene og daglig leder holdes skadesløse i forhold til ansvar og krav rettet mot dem som følge av deres arbeid for Selskapet. På Selskapets ekstraordinære generalforsamling avholdt den 13. desember 2006, ble en generell skadesløsholdelsesavtale for styret godkjent.

Forslag til vedtak:

Generalforsamlingen godkjenner skadesløsholdelse for styremedlemmene og administrerende direktør i perioden fra og med 22. april 2020 til 21. april 2021.

SAK 14

UTTALELSE OM GOD EIERSTYRING OG SELSKAPSLEDELSE

Uttalelse om god eierstyring og selskapsledelse er et eget punkt på agendaen for ordinær generalforsamling. Uttalelsen er også referert til i styrets redegjørelse for 2020, og tatt inn i årsberetningen hvor også årsregnskapet inngår, samt vedlagt separat til denne innkallingen som Vedlegg IX.

Dette er et separat punkt som det ikke skal stemmes over ettersom uttalelsen om god eierstyring og selskapsledelse kun er gjenstand for diskusjon og ikke separat godkjennelse fra aksjonærenes side.

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På Selskapets ordinære generalforsamling har hver aksje én stemme. Per 22. mars 2021 er det i alt 387 206 996 aksjer i Selskapet. Dette antallet aksjer vil kunne økes som følge av konvertering av obligasjonslån til aksjer forut for generalforsamlingen. En aksjonær med aksjer registrert gjennom en forvalter har stemmerett tilsvarende det antall aksjer som er omfattet av forvaltningsoppdraget, forutsatt at eieren av aksjen innen to dager før den ordinære generalforsamlingen oppgir til Selskapet sitt navn og adresse sammen med en bekreftelse fra forvalteren om at han er den reelle eier av aksjene som oppbevares av forvalteren.

Den elektroniske deltakelsen er organisert av DNB Bank Verdipapirsevice og dets underleverandør Lumi. Gjennom å delta på den elektroniske ekstraordinære generalforsamlingen vil aksjeeiere være i stand til å høre på broadcast av møtet, se presentasjonen, stille spørsmål til sakene på agendaen og foreta avstemming i reell tid. Det er ikke nødvendig med påmelding for å delta online, men aksjonærer må være pålogget før møtet begynner. Er man ikke logget inn innen generalforsamlingen starter vil man ikke kunne delta. Innlogging starter en time før. Det vises til informasjon under og til egen guide om hvordan aksjonærer kan delta elektronisk, se Vedlegg X til innkallingen. For å kunne delta på den elektroniske generalforsamlingen må aksjeeiere gå inn på Lumi AGM-løsningen ved enten å (i) laste ned Lumi AGM app fra Apple Appstore eller Google Play Store ved å søke etter "Lumi AGM", eller (ii) gå til Lumi AGMs hjemmeside: <https://web.lumiagm.com/?fromUrl=181704142>

Når aksjeeierne enten har lastet ned Lumi AGM-appen eller åpnet hjemmesiden må aksjeeierne taste inn "Meeting ID" 181-704-142 og klikke "Join". Alle aksjonærer registrert i VPS blir tildelt deres eget unike referansenummer og PIN-kode av VPS-systemet til bruk for generalforsamlingen og Lumi AGM-appen. Disse er tilgjengelig gjennom VPS investortjenester. Logg deg på investortjenester, velg



Hendelser, Generalforsamling. Klikk på ISIN og du vil kunne se ditt unike referanse-nummer (Ref.nr.) og PIN-kode.

Aksjonærer som ikke finner unike referansenummer og PIN-kode i investortjenester eller mottatt per post, kan kontakte DNB Bank Verdipapirservice på tlf: 23 26 80 20, eller sende en e-post til genf@dnb.no.

Alle VPS direkte registrerte aksjeeiere har tilgang til investortjenester enten via <https://www.vps.no/pub/> eller nettbank. Ta kontakt med din kontofører om du mangler tilgang.

Aksjeeiere som ikke har huket av for at de ønsker meldinger fra selskap elektronisk i investortjenester, vil i tillegg få tilsendt pr. post (møteseddel) deres referansenummer og PIN-kode sammen med innkallingen fra Selskapet.

Aksjeeiere som ikke har anledning til selv å delta i den elektroniske generalforsamlingen, kan gi fullmakt eller forhåndsstemme. Tildeling av fullmakter kan registreres elektronisk via selskapets hjemmeside www.pgs.com eller via Investortjenester eller ved at signert blankett sendes til genf@dnb.no, eller per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo, Norge. Fullmakter med stemmeinstruks kan ikke registreres elektronisk, og må sendes til genf@dnb.no (skannet blankett), eller post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo, Norge. Forhåndsstemme kan kun gjøres elektronisk ved innlogging i VPS Investortjenester ved å velge Hendelser – Generalforsamling eller ved å følge følgende lenke:

<https://investor.vps.no/gm/logOn.htm?token=31543e72fe6f7e5a8ed3006536ab701dc02f270b&validTo=1621602000000&oppdragsId=20210316VPLOKIUU> eller via selskapets hjemmeside www.pgs.com.

Aksjeeiere må identifisere seg med deres referansenummer og PIN-kode for generalforsamlingen.

Aksjonærer som ikke får registrert seg elektronisk kan sende inn per e-post til genf@dnb.no eller post som angitt på blankettene. Frist for å registrere forhåndsstemmer og fullmakt er 20. april 2021 kl. 12.00.

Oslo, 23. mars 2021

Walter Qvam
Styreleder



Oversikt over vedlegg til denne innkallingen som er gjort tilgjengelige på www.pgs.com:

- Vedlegg I – Årsregnskap og årsberetning
- Vedlegg II – Valgkomitéens rapport
- Vedlegg III – Honorarer for styremedlemmer og Valgkomitémedlemmer for perioden fra 22. april 2020 frem til generalforsamlingen i 2021
- Vedlegg IV – Prinsipper for fastsettelse av styremedlemmenes og Valgkomitémedlemmenes honorar for perioden fra 22.april 2020 frem til generalforsamlingen i 2021
- Vedlegg V – Prinsipper for fastsettelse av styremedlemmer og Valgkomitémedlemmenes honorarer for perioden fra 21. april 2021 frem til generalforsamlingen 2022
- Vedlegg VI – Styrets erklæring om retningslinjer for fastsettelse av lønn og annen godtgjørelse for ledende ansatte
- Vedlegg VII – Styrets rapport om lønn og annen godtgjørelse til ledende ansatte
- Vedlegg VIII – Langsiktig 2021 Insentivprogram
- Vedlegg IX – Uttalelse om god eierstyring og selskapsledelse
- Vedlegg X – Veiledning for elektronisk deltakelse



Ref.nr.:

Pinkode:

Innkalling til ordinær generalforsamling

Ordinær generalforsamling i PGS ASA avholdes 21. april 2021 kl. 15.00
Virtuelt

Aksjonæren er registrert med følgende antall aksjer ved innkalling: _____, og stemmer for det antall aksjer som er eid per 20. april 2021.

VIKTIG MELDING:

I samsvar med norsk midlertidig lovgivning som unntar selskaper fra fysiske møtekrav for å redusere Covid-19-risikoen, vil den ekstraordinære generalforsamlingen avholdes som et digitalt møte uten fysisk oppmøte for aksjonærene.

Vennligst logg inn på <https://web.lumiagm.com/181704142>

Du må identifisere deg ved hjelp av referansenummeret og PIN-koden fra VPS som du finner i investortjenester (hendelser – generalforsamling – ISIN) eller tilsendt per post (for ikke elektroniske aktører) Aksjonærer kan også få referansenummer og PIN-kode ved å kontakte DNB Bank Verdipapirservice på telefon +47 23 26 80 20 (08:00-15:30) eller per e-post genf@dnb.no

På Selskapets nettside www.pgs.com finner du en online guide som beskriver mer i detalj hvordan du som aksjonær kan delta på den digitale generalforsamlingen

Frist for registrering av påmelding, forhåndsstemmer, fullmakter og instruksjer: 20. april 2021 kl. 12.00

Forhåndsstemmer

Forhåndsstemme må gjøres elektronisk, via selskapets hjemmeside www.pgs.com (bruk overnevnte pin og referansenummer), eller Investortjenester (hvor du er identifisert og ikke trenger Ref.nr og PIN kode). Velg *Hendelser – Generalforsamling*, klikk på ISIN.

Påmelding

Aksjonærer har kun anledning til å delta online på grunn av Covid-19 situasjonen. Det vises til egen guide om hvordan aksjonærer kan delta elektronisk. Det er ikke nødvendig med påmelding for å delta online, men aksjonærer må være pålogget før møtet starter. **Er du ikke logget inn innen generalforsamlingen starter vil du ikke kunne delta.** Innlogging starter en time før.

Vennligst merk at aksjonærer som hverken ønsker å delta online eller avgi forhåndsstemmer har anledning til å gi fullmakt til en annen person. Informasjon om hvordan dette kan gjøres følger her:

Fullmakt uten stemmeinstruks for ordinær generalforsamling i PGS ASA

Dersom du selv ikke kan møte på generalforsamlingen, kan du gi fullmakt til en annen person.

Ref.nr.:

Pinkode:

Fullmakt gis elektronisk via selskapets hjemmeside www.pgs.com eller via Investortjenester.

For fullmakt via selskapets hjemmeside må overnevnte pinkode og referansenummer benyttes.

I Investortjenester velg *Hendelser - Generalforsamling*, klikk på ISIN.

Alternativt kan signert blankett sendes til genf@dnb.no, eller per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Dersom aksjeeier som vil gi fullmakt er et selskap, skal firmaattest vedlegges fullmakten ved innsending.

Undertegnede: _____

gir (om det ikke oppgis navn på fullmektigen, vil fullmakten anses gitt styrets leder, eller den han eller hun bemyndiger.)

Styrets leder (eller den han eller hun bemyndiger), eller

(fullmektigens navn med blokkbokstaver)

fullmakt til å delta og avgi stemme på **ordinær** generalforsamling 21.april 2021 i PGS ASA for mine/våre aksjer.

Sted

Dato

Aksjeeiers underskrift
(Undertegnes kun ved fullmakt)

Fullmakt med stemmeinstruks for ordinær generalforsamling i PGS ASA

Dersom du ikke selv kan møte på generalforsamling, kan du benytte dette fullmaktsskjemaet for å gi stemmeinstruks til styrets leder eller den han eller hun bemyndiger. (Det er også mulig å avgi forhåndsstemmer elektronisk, se eget punkt ovenfor.) Instruks til andre enn styrets leder, avtales direkte med fullmektig.

Fullmakter med stemmeinstruks kan ikke registreres elektronisk, og må sendes til genf@dnb.no (skannet blankett), eller post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Blanketten må være mottatt senest 20. april 2021 kl. 12.00. Dersom aksjeeier som vil gi fullmakt er et selskap, skal firmaattest vedlegges fullmakten ved innsending.

Blanketten må være datert og signert.

Undertegnede: _____

Ref.nr.:

gir herved styrets leder (eller den han eller hun bemyndiger) fullmakt til å delta og avgi stemme på **ordinær** generalforsamling 21.april 2021 i PGS 066ASA for mine/våre aksjer.

Stemmegivningen skal skje i henhold til instruksjon nedenfor. Dersom det ikke krysses av i rubrikken, vil dette anses som en instruks om å stemme i tråd med styrets og valgkomitéens anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen. Dersom det er tvil om forståelsen av instruksjonen, vil fullmektigen kunne avstå fra å stemme.

Agenda ordinær generalforsamling 2021	For	Mot	Avstå
1. GODKJENNELSE AV INNKALLING OG AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. VALG AV PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. GODKJENNELSE AV ÅRSBERETNING OG ÅRSREGNSKAP FOR PGS ASA OG KONSERNET FOR 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. GODKJENNELSE AV REVISJONSHONORAR FOR 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. VALG AV STYREMEDLEMMER			
5.1. Walter Qvam (Styreleder)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2. Anne Grethe Dalane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3. Richard Herbert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4. Marianne Kah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.5. Trond Brandsrud	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. VALGKOMITÉ – VALG AV MEDLEMMER			
6.1. Harald Norvik (Leder)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2. Terje Valebjørg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3. Alexandra Høger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.4. Ole Jakob Hundstad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. GODKJENNELSE AV HONORARER FOR STYREMEDLEMMER OG MEDLEMMER AV VALGKOMITÉEN			
7.1. Forslag om å godkjenne honorarer for styremedlemmene og medlemmene av Valgkomitéen for perioden fra 22. april 2020 til generalforsamlingen 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2. Forslag om å godkjenne prinsippene for fastsettelse av styremedlemmers honorar for perioden 21. april 2021 til generalforsamlingen 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3. Forslag om å godkjenne prinsippene for fastsettelse av medlemmene av Valgkomitéen sine honorar for perioden 21. april 2020 til generalforsamlingen 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. FULLMAKT TIL Å KJØPE EGNE AKSJER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. ERKLÆRING FRA STYRET OM PRINSIPPER FOR FASTSETTELSE AV – OG RAPPORT OM - LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE ANSATTE			
9.1 Forslag om å godkjenne retningslinjene for fastsettelse av lønn og annen godtgjørelse til ledende personer i Selskapet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2 Forslag om å godkjenne rapport om lønn og annen godtgjørelse til ledende personer i Selskapet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. GODKJENNELSE AV LANGSIKTIG INSENTIVPROGRAM FOR ANSATTE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. FORSLAG OM Å GI STYRET FULLMAKT TIL Å FORHØYE SELSKAPETS AKSJEKAPITAL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. FORSLAG OM Å GI STYRET FULLMAKT TIL Å UTSTEDE KONVERTIBLE LÅN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. SKADESLØSHOLDELSE AV STYREMEDLEMMENE OG ADMINISTRERENDE DIREKTØR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. UTTALELSE OM GOD EIERSTYRING OG SELSKAPSLÆDELSE			

Sted _____ Dato _____ Aksjeeiers underskrift
(undertegnes kun ved fullmakt med stemmeinstruks)

Nomination Committee Report to the 2021 AGM

Introduction

The Nomination Committee (the “Committee”) in PGS ASA (“PGS” or the “Company”) was established at the Annual General Meeting (“AGM”) on 8 June 2005. The current Committee consists of Harald Norvik (Chairperson), Terje Valebjørg, Alexandra Herger and Ole Jakob Hundstad. None of the members of the Committee are employees of PGS or members of the PGS Board of Directors (the “Board”).

The Committee held three meetings in 2020.

The main duties of the Committee are to propose nominees for election at the AGM as members and chairperson to the Board and the Committee itself, and to propose the fees to be paid to the members of the Board and the Committee.

The duties of the Committee are further regulated in the Nomination Committee Mandate and Charter. The current Charter is available on www.pgs.com.

The Board and Committee also once a year invites the shareholders to join in on a dialogue on corporate governance and corporate responsibility matters. The invitation has during the recent years, and also in 2020, been posted on www.pgs.com and any shareholder may initiate communication with the Company on these matters.

Nominees to the Board of Directors

The Committee has in preparation of its work on proposing nominees for election as members and chairperson to the Board interviewed existing members of the Board as well as the President & CEO. For the 2021 AGM, the Committee emphasizes the importance of PGS’ need for a balance of experience and expertise among the members to the Board, which will provide knowledge of the strategic, international, financial, technological and management issues which face PGS and its’ management.

PGS currently meets the requirements for both male and female directors and residency laid out in the Public Limited Companies Act Sections 6-11 a (1) and 6-11(1). The same will apply if the Board proposed by the Committee is adopted by the AGM.

The proposal is, for a term of one year beginning on the 2021 AGM and ending on the 2022 AGM, to re-elect Mr. Walter Qvam as Chairperson (appointed as Director in 2013), and the Directors Ms. Anne Grethe Dalane (appointed as Director in 2013), Mr. Richard Herbert (appointed as Director in 2017), Ms. Marianne Kah (appointed as Director in 2018), and Mr. Trond Brandsrud (appointed as Director in 2019). Information about the Directors’ participation in Board meetings can be found in the Corporate Governance Report, cf. Appendix IX to the Calling Notice.

The Committee considers the proposed re-electives, to be independent from the Company's management, major business relations, and major shareholders (owning shares in the Company of more than 10%).

The Committee is of the opinion that the proposed Board will have the competence necessary to establish an Audit Committee in accordance with competency requirements of the Norwegian Public Limited Companies Act § 6-42.

Details of the existing - and proposed - Director's experience and expertise can be found on <https://www.pgs.com/about-us/board-and-executive-team/board-of-directors/>.

The Committee has put considerable effort in assessing the needs of the Board. The Committee believes that both the existing and proposed Board – taking into consideration both shareholder-elected and employee-elected Directors – will provide the necessary industry knowledge, technical competence and corporate experience needed for PGS' corporate governance.

Nominees for the Nomination Committee

The Committee has carefully considered whether to propose new members to the Committee on the 2021 AGM. In this work, the Committee has specifically evaluated PGS' need for a Committee which has knowledge of the strategic, international, financial, technological and management issues which face PGS in order to identify qualified and suitable nominees to the Board. The Committee also emphasize the importance of both male and female members and both Norwegian and international members to the Committee.

The proposal is, for a term of one year beginning on the 2021 AGM and ending on the 2022 AGM, to re-elect Mr. Harald Norvik (appointed as Chairperson in 2017) as Chairperson, and to re-elect Mr. Terje Valebjørg (appointed as member in 2016), Ms. Alexandra Herger (appointed as member in 2019) and Mr. Ole Jakob Hundstad (appointed as member in 2019) as members.

The Committee considers the proposed re-electives, to be independent from the Company's management, major business relations and major shareholders (owning shares in the Company of more than 10%) however noting that Mr. Hundstad is employed with the Government Pension Fund Norway (Folketrygdfondet) who owns and votes for shares in the Company but less than 10%.

Details of existing - and proposed - Committee members experience and expertise can be found on <https://www.pgs.com/about-us/corporate-governance/nomination-committee/>.

Remuneration of the Board of Directors

The Committee has reviewed remuneration practice for both shareholder- and employee-elected Directors in both international and Norwegian peer companies in order to establish a recommendation to the AGM. The Committee has also taken into account the results of the latest Board Remuneration Survey issued by the Norwegian Institute of Directors. Based on this, the Committee proposes to keep the principles and levels for remuneration to the shareholder-

and employee-elected Directors for the period 2021 AGM-2022 AGM at the same level as it was approved by the AGM for the period 2020 AGM-2021 AGM.

The remuneration scheme for the shareholder- and employee-elected Directors thus proposed for the period 2021 AGM-2022 AGM is presented in Appendix V to the Calling Notice.

The remuneration payable to the Directors for the previous period 2020 AGM-2021 AGM is set forth in Appendix III to the Calling Notice. This remuneration is calculated in accordance with the principles for Director remuneration that were adopted by the 2020 AGM, see Appendix IV to the Calling Notice.

According to the Norwegian Code of Practice for Corporate Governance, the Directors should be requested to own shares in the Company. The Committee recommended at the 2018 AGM that the shareholder elected Directors over a three-year (2018-2021) period themselves acquire shares in the Company in an amount at least equal to 25% of the proposed annual fixed board member fee. The Committee notes that all current shareholder-elected Directors that were able to acquire shares, has followed the recommendation that applied for the previous three-year period. To this end, the Committee proposes on the 2021 AGM to renew the recommendation that the shareholder-elected Board members shall acquire shares over a new three-year period from the 2021 AGM-2024 AGM on the same terms as for the previous three-year period (2018 AGM-2021 AGM). Whilst noting that Directors may be prevented from acquiring shares due to other roles and positions, the Committee will take into account Director shareholding in the Company when proposing Directors for re-election.

Remuneration of the Nomination Committee members

The Committee has reviewed remuneration practice for nomination committee members in both international and Norwegian peer companies in order to establish a recommendation to the 2021 AGM, and has also taken into account the results of the most recent Board Remuneration Survey issued by the Norwegian Institute of Directors. Based on this, the Committee proposes to keep the principles and levels for remuneration to the Committee members for the period 2021 AGM-2022 AGM at the same level as it was approved by the AGM for the period 2020 AGM-2021 AGM.

The principles for and levels of Committee member fees for the period 2021 AGM-2022 AGM proposed by the Committee are seen in Appendix V to the Calling Notice.

The fees payable to the Committee members for the period 2020 AGM-2021 AGM are set forth in Appendix III to the Calling Notice. These numbers are calculated on basis of the principles for remuneration that were adopted by the 2020 AGM, see Appendix IV to the Calling Notice.

* * *

Shareholders who wish to propose new Board members or new members of the Nomination Committee may do so by submitting a candidate's name to PGS' investor relations staff via the Company's website: www.pgs.com by following the link, "Nominate a Board Member." The deadline for submissions each year is January 31. Alternatively, candidates can be proposed by letter to PGS attn. General Counsel or via email to: ir@pgs.com.

FEES FOR BOARD MEMBERS and NOMINATION COMMITTEE MEMBERS
22 April 2020 - 21 April 2021

Appendix III

			2Q 2020	3Q 2020	4Q 2020	1Q 2021	TOTAL
Qvam, Walter	Chairperson + Chairperson Remuneration Committee	USD	27,750	27,750	27,750	27,750	111,000
Dalane, Anne Grethe	Director + Chairperson Audit Committee	USD	18,500	18,500	18,500	18,500	74,000
Herbert, Richard	Director + Member Audit Committee	USD	17,250	17,250	17,250	17,250	69,000
Kah, Marianne	Director + Member Audit Committee	USD	17,250	17,250	17,250	17,250	69,000
Trond Brandsrud	Director + Member Remuneration Committee	USD	16,875	16,875	16,875	16,875	67,500
			97,625	97,625	97,625	97,625	390,500
<hr/>							
Anette Valbø	Director + Member Audit Committee	NOK	25,000	25,000	25,000	25,000	100,000
Hege Renshus	Director + Member Audit Committee	NOK	25,000	25,000	25,000	25,000	100,000
Grunde Rønholt	Director + Member Remuneration Committee	NOK	25,000	25,000	25,000	25,000	100,000
		NOK	75,000	75,000	75,000	75,000	300,000
<hr/>							
			2Q 2020	3Q 2020	4Q 2020	1Q 2021	TOTAL
	Chairperson Nomination Committee	USD	2,625	2,625	2,625	2,625	10,500
Norvik, Harald	Member Nomination Committee	USD	2,000	2,000	2,000	2,000	8,000
Valebjørg, Terje	Member Nomination Committee	USD	2,000	2,000	2,000	2,000	8,000
Herger, Alexandra	Member Nomination Committee	USD	2,000	2,000	2,000	2,000	8,000
Hundstad, Ole Jakob			8,625	8,625	8,625	8,625	34,500

PRINCIPLES FOR SHAREHOLDER ELECTED BOARD MEMBERS' FEES
For the period from 22 April 2020 to the annual general meeting 2021

	Board Member Fee	Audit Committee Fee	Remuneration Committee Fee	Travel Time Allowance for each meeting
All Members	\$60,000	\$9,000	\$7,500	- Intercontinental travel: \$4,500 - Regional travel (e.g. within US or Europe): \$3,000 - Travel within same nation/state (e.g. within Norway or Texas): \$500 - Travel within same city: \$0
Committee Chairperson		Additional \$5,000	Additional \$3,500	
Board Chairperson	\$100,000			As for other members

Further, any costs incurred by the shareholder elected Board Members in relation to their participation as a member of the Board or any of the committees, will be reimbursed by the Company. All fees and costs will be paid on a quarterly basis in arrears.

PRINCIPLES FOR EMPLOYEE ELECTED BOARD MEMBERS' FEES
For the period from 22 April 2020 to the annual general meeting 2021

	Board Member Fee	Audit Committee Fee	Remuneration Committee Fee	Travel Time Allowance for each meeting
All Members	NOK 100,000	N/A	N/A	N/A

The employee elected Board Members shall otherwise be subject to applicable Company policy for compensation, including policy on compensation to employees of travel related costs. All fees will be paid on a monthly basis in arrears.

PRINCIPLES FOR THE NOMINATION COMMITTEE MEMBERS' FEES
For the period 22 April 2020 to the annual general meeting 2021

	Nomination Committee Fee	Travel Time Allowance for each meeting
All Members	\$8,000	- Intercontinental travel: \$4,500 - Regional travel (e.g. within US or Europe): \$3,000 - Travel within same nation/state (e.g. within Norway or Texas): \$500 - Travel within same city: \$0
Chairperson	Additional \$2,500	

Further, any costs incurred by the Nomination Committee Members in relation to their participation as a member of the Nomination Committee, will be reimbursed by the Company. All fees and costs will be paid on a quarterly basis in arrears.

PRINCIPLES FOR SHAREHOLDER ELECTED BOARD MEMBERS' FEES
For the period from 21 April 2021 to the annual general meeting 2022

	Board Member Fee	Audit Committee Fee	Remuneration Committee Fee	Travel Time Allowance for each meeting
All Members	\$60,000	\$9,000	\$7,500	- Intercontinental travel: \$4,500 - Regional travel (e.g. within US or Europe): \$3,000 - Travel within same nation/state (e.g. within Norway or Texas): \$500 - Travel within same city: \$0
Committee Chairperson		Additional \$5,000	Additional \$3,500	
Board Chairperson	\$100,000			As for other members

Further, any costs incurred by the shareholder elected Board Members in relation to their participation as a member of the Board or any of the committees, will be reimbursed by the Company. All fees and costs will be paid on a quarterly basis in arrears.

PRINCIPLES FOR EMPLOYEE ELECTED BOARD MEMBERS' FEES
For the period from 21 April 2021 to the annual general meeting 2022

	Board Member Fee	Audit Committee Fee	Remuneration Committee Fee	Travel Time Allowance for each meeting
All Members	NOK 100,000	N/A	N/A	N/A

The employee elected Board Members shall otherwise be subject to applicable Company policy for compensation, including policy on compensation to employees of travel related costs. All fees will be paid on a monthly basis in arrears.

PRINCIPLES FOR THE NOMINATION COMMITTEE MEMBERS' FEES
For the period 21 April 2021 to the annual general meeting 2022

	Nomination Committee Fee	Travel Time Allowance for each meeting
All Members	\$8,000	- Intercontinental travel: \$4,500 - Regional travel (e.g. within US or Europe): \$3,000 - Travel within same nation/state (e.g. within Norway or Texas): \$500 - Travel within same city: \$0
Chairperson	Additional \$2,500	

Further, any costs incurred by the Nomination Committee Members in relation to their participation as a member of the Nomination Committee, will be reimbursed by the Company. All fees and costs will be paid on a quarterly basis in arrears.

Board of Directors' Policy on Remuneration to the Company's CEO and Senior Executives

In accordance with §6-16a of the Norwegian Public Limited Liability Companies Act, PGS ASA ("PGS" or "the Company") and its Board of Directors (the "Board") has for our President & CEO (the "CEO") and the executive officers (the "Senior Executives") established a Policy related to determination of salary and other benefits (the "Policy"). The Policy is outlined below, and will be presented to the shareholders for approval at the upcoming Annual General Meeting ("AGM") to apply for a four year policy period from the 2021 AGM, or until the general meeting resolving changes to the Policy if earlier.

1. Introduction

PGS is an international company operating in the global geophysical industry. Our operations are conducted world-wide. This means that our talent pool is and needs to be diverse and international. The total compensation package for our CEO and Senior Executives will therefore need to be based on the norms in both the Norwegian labor market and the global talent market that we compete within. Whilst responding to the Company's financial ability, both the level of total compensation and the structure of the compensation package for our CEO and Senior Executives is designed to incentivize enhanced performance, achieve PGS' strategy and long-term interests, and ensure common goals and interest between the shareholders and the CEO/Senior Executives. The Policy is also designed to attract and retain highly qualified leaders with diverse backgrounds and experience. All of the above will require the use of several different instruments and components, as explained below.

2. Overview of Total Compensation for the CEO and Senior Executives

The current remuneration package for our CEO and Senior Executives includes fixed elements and variable elements. The fixed elements consist of a base salary and other benefits such as car allowance, phone, internet and similar. The fixed elements also include a defined contribution pension scheme and an individual pension scheme. The variable elements consist of Short Term Incentive Plans ("STI Plans") which is our annual bonus scheme, and Long Term Incentive Plans ("LTI Plans") which are composed of Performance Restricted Stock Units ("PRSUs").

PGS has with the help of an external advisor identified a specific peer group of comparable companies across relevant markets. The advisor has collected and combined information related to total compensation level and structure amongst these companies. As of December 31, 2020, the peer group consisted of 15 companies from Norway and Europe. These companies are of comparable size and have international operations in the oil & gas and oil services sectors. The peer group is subject to regular review. The Board and its Remuneration and Corporate Governance Committee ("Remco") uses this information, among other tools, to benchmark and decide on an appropriate total compensation structure for the CEO and Senior Executives.

Remco and the Board evaluate the remuneration of the CEO and Senior Executives regularly. As part of its meeting schedule, Remco annually reviews the total compensation level and the mix between fixed and variable compensation. As part of this review, the mix between long-and short-term incentives, and the mix between corporate financial goals and personal performance goals are evaluated. At the beginning of each calendar year the corporate financial goals and its targets and ranges are reviewed and approved by Remco and the Board. PGS has routines for detecting and preventing conflicts of

interests, and thereby ensuring a balanced determination of compensation of the CEO and Senior Executives.

Taking into account the global industry PGS is operating in and the peer group information, the total compensation of the CEO is designed to target a relative share for each component approximately as follows: 40-50% as base salary, 30-40% as target bonus payment from the STI Plan, and 20-30% as target settlement from the LTI Plan. For the Senior Executives, the target is approximately 50-60% as base salary, 25-35% as bonus payment from the STI Plan, and 10-20% as settlement from the LTI Plan. These are long-term targets, and the actual compensation and the split will depend on the Company's financial performance and other elements.

3. Fixed elements

Base salary for the CEO and Senior Executives is reviewed by Remco. Base salary is approved by the Board with regards to that of the CEO, and by the CEO with regards to that of any Senior Executive.

In addition to base salary and other fixed benefits mentioned in Section 2 above, the CEO and - as of 31 December 2020 - one Senior Executive have an early retirement plan allowing for termination of employment without cause when reaching the age of 62. Full early retirement benefits are defined as 60% of the last base salary in the year of retirement. The CEO is eligible for 85% of full benefits upon retiring at the age of 62 and full benefits upon retiring at the age of 65. The other Senior Executive is eligible for full benefits upon retiring at the age of 62. The early retirement benefits cease when the CEO and the other Senior Executive reach the age of 67.

For termination of the CEO's employment, a mutual notice period of 6 months applies. If the Company terminates the CEO's employment, the CEO is entitled to a severance pay equivalent to a base salary payment of 6 months. The Board may however agree to a longer period if this in the Board's view is in the Company's best interest. The above also applies if the Company initiates a termination and the parties agree that the employment shall be terminated.

For termination of the Senior Executives' employment, a mutual notice period of either 3 or 6 months apply. As of 31 December 2020, one Senior Executive is upon the Company's termination of employment entitled to a severance pay equivalent to 12 months base salary. The remaining Senior Executives are not entitled to severance pay upon termination, unless otherwise approved by the CEO as being in the Company's best interest.

For the recruitment of a CEO or a Senior Executive, the Board and CEO respectively may grant an appropriate sign-on bonus to such new hire if this is deemed to be necessary and in the best interest of the Company.

4. Short Term Incentive Plans

Participation in the STI Plans and the minimum-, target- and maximum pay-out levels under such plans are determined by the Company on an annual basis. Minimum-, target- and maximum pay-out levels are annually reviewed and approved by Remco and the Board.

Bonus payments under the STI Plans to the CEO and Senior Executives will be based partly on the Company and its subsidiaries achievement of one or more key performance indicators ("KPIs"), and

partly on achievement of agreed goals in the individual's personal performance contract. The personal performance KPIs are related to areas such as financial, strategic, operational-, organizational, people, and ESG (environmental, social and governance). All personal KPIs will be linked to the Company's strategy, be measurable and predetermined, whilst taking into account external factors. Following the recommendation from Remco, the Board will determine the company KPIs and their associated pay-out levels normally during the fourth/first quarter each year to apply for the following/present financial year. The KPIs, their relative weighting, and the associated pay-out levels from each KPI will be tied to the Company's - at that time - most important targets.

As such, with a strategic focus over the last years of repaying debt, the financial KPIs used during the last years have been *Revenues less Gross Cash Cost* and *Cash Flow after Investing Activities*. These KPIs may however change from year to year depending on the Company's financial situation and its current key strategic priorities. PGS is not in a position to publish forward looking financial targets and ranges for such financial KPIs since the Company as a matter of policy does not guide on the financial figures that can be derived from such targets and ranges. Therefore, any such targets and ranges will only be disclosed retrospectively in the Report on the 2022 AGM and onwards.

Bonus payments under the STI Plans are for each year determined based on audited financial statements (for financial KPIs) and how they meet with the KPIs set, as well as on personal performance appraisals for the CEO and each Senior Executive on how they meet their personal performance goals. The Board is entitled to take into consideration changes imposed by extraordinary external factors beyond the reasonable control of the CEO or the executive team when assessing achievement of the KPI's under the STI Plan. Remco and the Board appraises the performance of the CEO, whereas the CEO appraises the performance by the Senior Executives.

Annual bonus payments under the STI Plans are for the CEO and Senior Executives over time targeted to be 85% and 57% of base salary respectively, whereas payments are capped to 150% and 100% respectively. The Company reserves the right to withhold or delay any payments under STI Plans in extraordinary circumstances, as decided by the Board. The Company also reserves the right to cancel STI Plans without any payment to the CEO, Senior Executives or other participants prior to final determination of achievements by the Board.

The CEO and Senior Executives will not be eligible for bonus payout under the STI Plans if they have resigned, or given/been given a notice of termination before the payment date, unless otherwise approved by the Board or CEO respectively as being in the Company's best interests. An exception from this is that the CEO or a Senior Executive retiring before the payment day will be eligible for a bonus prorated for months of employment in the earnings year.

The STI Plans and their KPIs, weighting and associated pay out levels are designed to contribute to meeting PGS' businesses strategy and to promote the Company's long-term interests whilst taking PGS' financial ability into account. As noted above, the KPIs, their relative weighting, and the associated pay-out levels from each KPI will be tied to the Company's – at that time – most important targets.

Separately, for incentivization purposes, the Board may award a discretionary bonus to CEO and/or Senior Executives in the event the Company is involved in major transactions that is deemed to protect or generate shareholder value and be in the Company's best long term interests. Such discretionary bonus will be capped to 150% and 100% of base salary for the CEO and Senior Executives respectively.

For the purpose of ensuring continued service to the Company, the Board and CEO may in extraordinary circumstances and if deemed to be in the Company's best interest approve the payment of a stay-on bonus to the CEO and any Senior Executive respectively, both being subject to the same cap as a above.

5. Long Term Incentive Plans

The Company's AGMs have for several years annually authorized LTI Plans in order to ensure continued long-term incentives linked to the Company's financial performance and relative share price development. The Board will annually throughout the Policy period continue to propose an LTI Plan for approval at the AGM, and will each year present the full details of the LTI Plan document.

Each LTI Plan will for all eligible employees consist solely of a pool of PRSUs that will be awarded to eligible employees following the AGM approving such plan and a given deadline in the LTI Plan. Settlement of the PRSUs will be conditioned upon the Company over a defined period from award meeting certain goals and share price related targets under one or more Key Performance Indicators ("KPIs") set out in each LTI Plan. The KPIs, their relative weighting, and the associated pay out levels from each KPI will be designed to protect the Company's long term-interests and create value over time. During the recent years, the KPIs in LTI Plans have been *Total Shareholder Return* ("TSR") and *Return On Capital Employed* ("ROCE"). TSR achievement have been measured against a comparator group of companies while the ROCE has been an absolute financial target. These KPIs have been seen by the Board to be adequate metrics to gauge the protection of long-term interests for the Company and creation of shareholder value over time. The KPIs may however for each LTI Plan change depending on the Company's financial situation and its current key strategic priorities.

The total PRSU awards under all outstanding LTI Plans and the equivalent maximum potential share settlement thereunder will not at any time exceed 5% of the Company's share capital. The Board will for the period between an upcoming AGM and the subsequent AGM not distribute to the CEO or any Senior Executives any other share-based incentives than PRSUs under the approved LTI Plans.

The full LTI Plan including the KPIs, goals, the size of the pool of PRSUs subject for award, and the LTI Plan terms and conditions will be presented in the Calling Notice for each AGM for shareholder approval.

The LTI Plan and its KPIs and goals are designed to contribute to PGS meetings its businesses strategy and to promote the Company's long-term interests whilst taking PGS' financial ability into account.

6. Other employees and employee elected Board members

This Policy primarily deals with the remuneration to PGS' CEO and Senior Executives. However, the Policy is to a large extent providing guidance on how the Company remunerates a broader group of key employees within the Company. Enhanced performance by the management groups is not achieved by our CEO and Senior Executives alone but is rather dependent on a number of managers and key employees throughout the Company. Therefore, these are also included in the nomination process for the STI Plans and LTI Plans, which contain all or some of the above-mentioned elements. In addition, all other employees may receive up to a maximum of one-month salary in annual bonus based on achievement of company performance KPIs.

The remuneration to the employee elected Board members is - for their service as board members - proposed by the Company's Nomination Committee and approved by the AGM on an annual basis. The proposal for remuneration is determined annually. The Nomination Committee bases its proposal *inter alia* on the annual survey data provided by the Norwegian Institute of Directors' under their annual survey on employee elected director compensation. Further details are presented in the Calling Notice for each AGM, where the Company solicits approval for directors' remuneration paid from the previous AGM to the upcoming AGM, as well the principles for Board fees for the period from the upcoming AGM to the subsequent AGM.

7. The Policy's contribution to the Company's strategy, long term interests and financial sustainability

The Board is of the view that the total compensation packages with its elements for the CEO and Senior Executives constitutes proper incentives to meet the Company's strategic goals and protect the Company's long-term interests. The mix between fixed and variable performance related compensation, the mix between long- and short-term incentives, the mix between corporate financial goals and personal performance goals, and the proposed financial goals and its targets and ranges is also well suited to ensure the financial sustainability for the Company. In particular, one of the primary short-term strategic goals for the Company is to repay debt. Reducing debt short-term is also an important effort to ensure the financial sustainability for the Company long-term. The Company's strategy is thus centered around ensuring the financial sustainability for the Company. As such, the company KPIs applied in the STI Plans during recent years - *Revenues less Gross Cash Cost* and *Cash Flow after Investing Activities* - give the CEO and Senior Executives proper incentives to repay debt by targeting free cash flow. The CEO and Senior Executives' short-term incentives are henceforth aligned with the Company's main short-term strategic goal, destined to protect long-term interests and suitable for ensuring the financial sustainability of the Company.

Also, to protect the Company's long-term interests, the KPIs under the most recent LTI Plans being TSR and ROCE give appropriate incentives for the CEO and the Senior Executives to build value for shareholders and protect long term interests of the Company. In order for the Company to be successful under the TSR metric, the development in Company's share price needs over time to outperform that of the companies in the comparator group. ROCE is also an indicator for performance exceeding the weighted average cost of capital. This is a proper metric to gauge the increase of shareholder value and protection of the long-term interests of the Company.

The personal performance KPIs are focused on financial-, strategic-, operational-, organizational-, people and ESG goals to enable both short-term and long-term development of the Company. The personal performance KPIs are designed to incentivize increased personal performance and related to the individual executive's role.

8. Deviations from the Policy

Upon proposing material changes during the Policy period applying from the 2021 AGM, the Company will either seek approval in an AGM or call for an Extraordinary General Meeting to solicit approval. The Company will in the calling notice describe the proposed changes, and take note of shareholders' voting over the Company's remuneration policy and remuneration report for the previous fiscal year.

Otherwise, the Board will ensure that the Policy is reviewed and presented for approval by the AGM at least every fourth year.

9. Explanation on how shareholders voting is considered for the Policy

The Board is of the opinion that this Policy is aligned with the shareholders' interests, but will monitor and take into account the result of the shareholders advisory vote over the remuneration report and assess any impact for the Policy during the policy period.

Board of Directors' Report on Remuneration to the Company's CEO and Senior Executives

In accordance with §6-16b of the Norwegian Public Limited Liability Companies Act, PGS ASA ("PGS" or "the Company") and its Board of Directors (the "Board") has prepared a report on the remuneration paid to the President & CEO (the "CEO") and the executive officers (the "Senior Executives") during the previous fiscal year, and how the Board has followed the guiding remuneration principles presented on the 2020 AGM (the "Report"). The Report is outlined below and will be presented to the shareholders for their advisory vote at the 2021 AGM.

1. Introduction

In February 2020, the Company completed the refinancing of its capital market and bank debt by extending certain main maturities and raising new equity. At that time, the Company had forecasted free cash flow generation sufficient to pay down maturities as they fell due, including the USD 135 million to existing revolving credit facility banks in September 2020. However, just after completion of the refinancing, Covid-19 and the drastic fall in the oil price occurred, leading to cancellations and postponements in the investments of our customers and causing a significant drop in PGS' revenues for 2020. The PGS executive team quickly realized that revenues would drop dramatically and that it was necessary to implement significant cost saving initiatives and extend maturities on existing debt. Among the many initiatives to save cost, the annual salary increase and the 2020 STI Plan/bonus program was cancelled for everyone, including for the CEO and Senior Executives.

The Company went on to reduce its cost base by more than 30% and concluded the rescheduling of its main debt early in 2021. Both represented strong achievements by the Company's management team.

Organizationally, EVP *Operations & Technology* Per Arild Reksnes was in January 2020 succeeded by Rob Adams. Following further organizational changes in August 2020 as part of the Company's cost saving initiatives, the group led by former Executive Vice President *New Ventures* Berit Osnes was included in *Sales & Services*. The Senior Executives in the Company as of August 2020 thus comprised:

- Executive Vice President *Operations* - Rob Adams
- Executive Vice President *Sales & Services* – Nathan Oliver
- Executive Vice President & Chief Financial Officer Gottfred Langseth

The letter to shareholders in the Company's 2020 Annual Report outlines further business highlights and details affecting remuneration to the CEO and Senior Executives.

Appendices III and IV to the 2021 AGM Calling Notice describes the compensation paid to the shareholder and employee elected members of the Board. Such compensation paid is approved by the AGM as separate voting items.

2. Total remuneration paid during the previous fiscal year

The total remuneration paid to the CEO and Senior Executives during the previous fiscal year and their holdings of PRSUs are set out in Notes 29 and 30 to the Consolidated Financial Statements contained in the Annual Report. This is also outlined here in Table 1 below:

(In US dollars)		Fixed remuneration		Variable remuneration				Total Remuneration	Proportion of fixed and variable remuneration
		Base salary (c)	Fringe benefits	Bonus	RSUs/PRSUs	Proportion of bonus and RSUs/PRSUs of total remuneration	Pension expense		
Rune Olav Pedersen	2020	464,343	17,587	116,908	4,134	15% / 1%	138,843	741,815	84% / 16%
President and Chief Executive Officer	2019	533,771	20,770	196,959	34,679	21% / 4%	150,809	936,988	75% / 25%
Gottfred Langseth	2020	413,085	23,119	66,105	4,134	11% / 1%	83,605	590,048	88% / 12%
Executive Vice President and Chief Financial Officer	2019	478,300	24,552	85,814	34,679	12% / 5%	88,590	711,936	83% / 17%
Nathan Oliver	2020	355,091	40,113	60,095	612	12% / ~0%	32,578	488,490	88% / 12%
Executive Vice President of Sales & Services	2019	397,405	44,148	44,030	9,857	8% / 2%	38,845	534,285	90% / 10%
Berit Osnes	2020	209,672	7,098	60,095	1,837	19% / 1%	24,341	303,044	80% / 20%
Executive Vice President of New Ventures (d)	2019	396,095	12,948	25,460	9,633	5% / 2%	43,220	487,355	93% / 7%
Rob Adams	2020	372,813	56,638	40,320	1,485	8% / ~0%	36,076	507,331	92% / 8%
Executive Vice President of Operations (e)	2019	-	-	-	-	-	-	-	-

(a) Amounts in NOK have been translated to US Dollars using average exchange rate for 2020 and 2019 of NOK/USD 9.400 and NOK/USD 8.8037, respectively.

(b) Amounts in GBP have been translated to US Dollars using average exchange rate for 2020 and 2019 of GBP/USD 1.2820 and GBP/USD 1.2757, respectively.

(c) There has been no increase in base salary during 2020. The movement is due to fluctuation in currency effects and periodization effects related to holiday allowances.

(d) Berit Osnes was Executive Vice President of New Ventures until the reorganization 1 August 2020.

(e) Becoming EVP of Operations 1 January 2020.

As seen from the above table, the total compensation for the CEO was for 2020 split as follows: 86 % as base salary, 15 % as bonus payment from the 2019 Short Term Incentive Plan (“STI Plan”), and 1 % as settlement of Restricted Stock Units (“RSUs”) from the 2017 Long Term Incentive Plan (“LTI Plan”). There was no settlement of Performance Restricted Stock Units (“PRSUs”) from the 2017 LTI Plan.

Since the 2020 AGM, the Board has generally followed the guiding principles then approved by the AGM with respect to remuneration to the CEO and Senior Executives, with some exceptions. The guiding principles approved by the 2020 AGM set forth an STI Plan based on clear KPI’s for the Company and for each individual. As explained above, there was no annual salary review, and the 2020 STI Plan was cancelled by the Board in accordance with a recommendation from the PGS executive team. Such cancellations was done as a consequence of the dramatic situation caused by the Covid-19 pandemic. The bonus payment in 2020 indicated in the table above is payment received in 2020 under the 2019 STI Plan/bonus program. The cancellation of the 2020 STI Plan/bonus program will in next year’s Report show as zero payment in 2021 under the 2020 STI Plan.

PGS does not expressly reserve the right to claw back bonus earned and paid under STI Plans or LTI Plans.

3. Share based remuneration

The Company's AGMs have for several years authorized LTI Plans for award and settlement of PRSUs. Settlement of the PRSUs and subsequent transfer to the eligible employee of shares in the Company will take place three years after the award, subject principally to the Company meeting the above stated KPIs and continued employment by the Company, or in case of leaving the Company, being a "Good Leaver".

Table 2 below sets forth an overview of the PRSU holdings for the CEO and Senior Executives with the main conditions for settlement:

	The main conditions of the LTI Plans					Information regarding the reported financial year					
	Specification of plan	Performance periode	Award date	Vesting date	Average exercise price	PRSUs awarded at the beginning of the year	PRSUs granted		PRSUs adjusted (due to performance)		Closing balance PRSUs subject to a performance condition
							Number of PRSUs	Market value of the underlying shares (US dollars)	Number of PRSUs	Market value of the underlying shares	
Rune Olav Pedersen	Performance based grant - 2018	6/11/18 - 6/11/2021	6/11/2018	6/11/2021	-	126,000	-	-	-	-	126,000
	Performance based grant - 2019	6/21/19 - 6/21/2022	6/21/2019	6/21/2022	-	168,000	-	-	-	-	168,000
	Performance based grant - 2020	8/24/20 - 8/21/2023	8/24/2020	8/24/2023	-	-	168,000	571,200	-	-	168,000
Gottfred Langseth	Performance based grant - 2018	6/11/18 - 6/11/2021	6/11/2018	6/11/2021	-	60,000	-	-	-	-	60,000
	Performance based grant - 2019	6/21/19 - 6/21/2022	6/21/2019	6/21/2022	-	75,000	-	-	-	-	75,000
	Performance based grant - 2020	8/24/20 - 8/21/2023	8/24/2020	8/24/2023	-	-	75,000	255,000	-	-	75,000
Nathan Oliver	Performance based grant - 2018	6/11/18 - 6/11/2021	6/11/2018	6/11/2021	-	30,000	-	-	-	-	30,000
	Performance based grant - 2019	6/21/19 - 6/21/2022	6/21/2019	6/21/2022	-	75,000	-	-	-	-	75,000
	Performance based grant - 2020	8/24/20 - 8/21/2023	8/24/2020	8/24/2023	-	-	75,000	255,000	-	-	75,000
Berit Osnes	Performance based grant - 2018	6/11/18 - 6/11/2021	6/11/2018	6/11/2021	-	24,000	-	-	-	-	24,000
	Performance based grant - 2019	6/21/19 - 6/21/2022	6/21/2019	6/21/2022	-	75,000	-	-	-	-	75,000
	Performance based grant - 2020	8/24/20 - 8/21/2023	8/24/2020	8/24/2023	-	-	50,000	170,000	-	-	50,000
Rob Adams	Performance based grant - 2018	6/11/18 - 6/11/2021	6/11/2018	6/11/2021	-	30,000	-	-	-	-	30,000
	Performance based grant - 2019	6/21/19 - 6/21/2022	6/21/2019	6/21/2022	-	30,000	-	-	-	-	30,000
	Performance based grant - 2020	8/24/20 - 8/21/2023	8/24/2020	8/24/2023	-	-	75,000	255,000	-	-	75,000

The awards of PRSUs reflected in the above table is aligned with the remuneration principles presented to the AGMs in the years of approving the relevant LTI Plans.

4. Compensation paid vs. the approved remuneration principles – how performance criteria have been applied – how shareholders voting is considered

The remuneration for the previous fiscal year is in compliance with the remuneration principles for CEO and Senior Executives presented to the 2020 AGM, with the exceptions explained above (cancellation of annual salary review and 2020 STI Plan).

As regards the pay out under 2017 LTI Plan, the PRSUs yielded no pay out and the settlement of the RSUs yielded a minor pay out.

As seen in Appendix VIII and Item 10 of the Calling Notice to the 2021 AGM, the Board has introduced certain changes to the 2021 LTI Plan to ensure further alignment with shareholder interests. The Board will monitor and take into account the result of the shareholders advisory vote over this Report when reviewing the Policy during the upcoming policy period.

5. Comparative information on CEO and Senior Executive remuneration

Table 3 below sets forth a comparison between developments over the last five years in (i) the Company's annual financial performance and (ii) remuneration to CEO and Senior Executives:

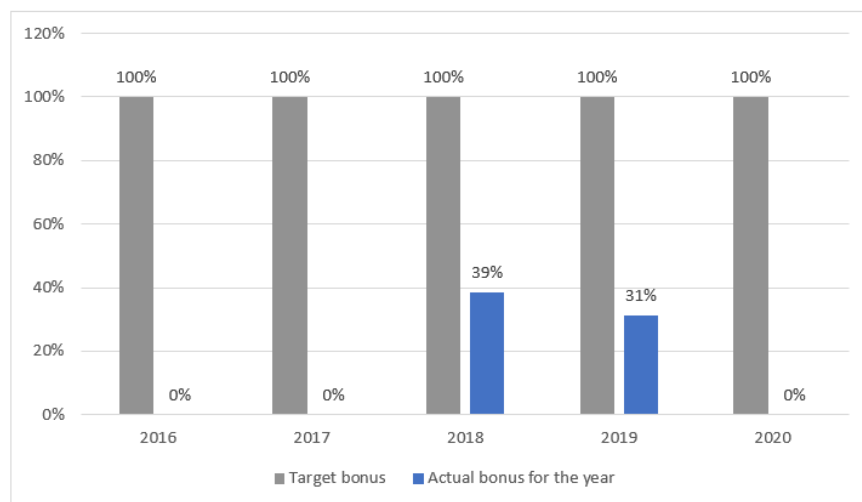
Table 3 - Development in remuneration to CEO and Senior Executives and Company performance over the last five reported financial years					
Annual Change (a)	2020 vs 2019	2019 vs 2018	2018 vs 2017	2017 vs 2016	2016 vs 2015
President and Chief Executive Officer (b)	-21%	13%	-34%	14%	-9%
Executive Vice President and Chief Financial Officer	-17%	-5%	14%	0%	-9%
Executive Vice President of Sales & Services (c)	-9%	-28%	10%	-1%	-10%
Executive Vice President of Operations (d) (e)	-20%	-5%	3%	-4%	-6%
Company performance					
<i>Financial Metrics</i>	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016
Segment EBIT	12.2	96.4	36.3	-147.1	-137.5
Segment EBITDA	397.7	556.1	515.9	374.1	313.3
Net cash flow before financing activities	111.9	221.8	95.8	-18.3	-207.8
<i>Non-financial metrics</i>					
HSEQ: Total Recordable Case Frequency ("TRCF")	0.65	0.86	1.15	0.60	1.04
(a) Amounts in other currencies than US dollars have been translated to US Dollars using yearly average exchange rate for the respective year.					
(b) Rune Olav Pedersen succeeded Jon Erik Reinhardsen as President and Chief Executive Officer with effect from September 1, 2017					
(c) Nathan Oliver succeeded Sverre Strandenes as Executive Vice President of Sales & Services from January 1, 2019					
(d) Rob Adams succeeded Per Arild Reksnes as Executive Vice President of Operations from January 1, 2020.					
(e) Per Arild Reksnes succeeded Magne Reiersgard as Executive Vice President of Operations from January 1, 2018.					

Table 4 below sets out the average remuneration paid to full time employees of the Company (other than the CEO and the Senior Executives) compared to that of the CEO for the same five-year period:

Table 4 - CEO to average employee compensation ratio					
(In US dollars)	2020	2019	2018	2017	2016
President and Chief Executive Officer	741,815	936,988	828,141	1,258,331	1,101,925
Average employee compensation	100,746	98,098	96,681	91,340	92,709
Ratio	7.36	9.55	8.57	13.78	11.89

Table 5 below sets out an overview over actual pay-out under the STI Plans during the last five years compared with target pay out:

Table 5 - Actual bonus achievement under STI Plan compared to target



	2016	2017	2018	2019	2020
Target bonus	100%	100%	100%	100%	100%
Actual bonus for the year	0%	0%	39%	31%	0%

- 1) Target bonus level according to the policy is 85% of salary for the CEO and 57% of salary for EXT.
- 2) Actual bonus relates to the performance year. Bonus is paid in the subsequent year.

21 April 2021

PGS ASA 2021 Long Term Incentive Plan

1 *Plan.* The PGS ASA 2021 Long Term Incentive Plan was adopted by PGS ASA to reward certain corporate officers and employees of the Company and its Subsidiaries by enabling them to receive Shares of the Company.

2 *Objectives.* The purpose of the Plan is to further align the interests of the Company, its Subsidiaries and its shareholders by providing long-term incentives in the form of Awards to employees who can contribute materially to the success and profitability of the Company and its Subsidiaries. Such Awards will recognize and reward outstanding performances and individual contributions and give Participants in the Plan an interest in the Company parallel to that of the shareholders, thus enhancing the proprietary and personal interest of such Participants in the Company's continued success and long term progress. This Plan will also enhance the Company and its Subsidiaries' ability to attract and retain key employees.

3 *Definitions.* As used herein, the terms set forth below shall have the following respective meanings:

"Award" means the grant of PRSUs to an Employee pursuant to such applicable terms, conditions, and limitations as may be established in order to fulfill the objectives of the Plan.

"Award Agreement" means one or more agreements between the Company and an Employee setting forth the terms, conditions and limitations applicable to an Award.

"Award Date" means the date an Award is granted to a Participant pursuant to the Plan.

"Board" means the Board of Directors of the Company.

"Change of Control" shall be deemed to have occurred if: (a) a tender offer is made and consummated for the ownership of 25% or more of the outstanding voting securities of the Company; (b) a company, person or group of companies or persons otherwise comes into control of more than 25% of the outstanding voting securities of the Company; (b) the Company is merged or consolidated with another corporation and as a result of such merger or consolidation less than 51% of the outstanding voting securities of the surviving or resulting corporation are owned in the aggregate by the persons or entities who were shareholders of the Company immediately prior to such merger or consolidation; or (c) the Company sells substantially all of its assets to another corporation, partnership or other entity that is not a wholly owned subsidiary of the Company.

"Committee" means the committee of the Board designated by the Board to administer certain portions of the Plan or, if no such committee is designated, the Board. The Committee may consist of Directors of the Board and/or of the personnel from the Company management.

"Company" means PGS ASA.

"Code" means the United States Internal Revenue Code of 1986, as amended.

"Employee" means (1) an employee of the Company or any of its Subsidiaries or (2) an individual who has agreed to become an employee of the Company or any of its Subsidiaries and is expected to

become such an employee within six months following the applicable Award Date.

“Fair Market Value” of a Share means, as of a particular date, (i) if the Company at that point is listed on the Oslo Stock Exchange, the average trading price of the Shares on Oslo Stock Exchange that particular date, (ii) if the Company at that point is not listed on the Oslo Stock Exchange, but is listed on another stock exchange, the average trading price of the Shares on such other stock exchange that particular date, or (iii) if the Shares are not publicly traded, the most recent value determined by an independent appraiser appointed by the Company for such purpose.

“Good Leaver” is defined in Article 9(b).

“Participant” means an Employee to whom an Award has been granted under this Plan.

“Plan” is defined in Article 1.

“PRSU” means a performance restricted stock unit, each of which entitles the Participant to receive one Share, subject to the terms and conditions of the Plan and the Award Agreement.

“ROCE” means Return On Capital Employed. This is a financial ratio defined as Segment EBIT (without exclusion of gains or losses from sale of assets, impairments or other charges) divided by the average Net Capital Employed for the same period. Net Capital Employed is the sum of shareholders’ equity and net interest bearing debt.

“Settlement Date” means, subject to Article 19, the third anniversary of the Award Date, and if the applicable Settlement Date falls on a Saturday, Sunday or public holiday in Norway, the Settlement Date shall be the first day thereafter where banks in Norway are generally open for business.

“Shares” means the ordinary shares of the Company.

“Subsidiary” means (i) in the case of a corporation, any corporation of which the Company directly or indirectly owns shares representing 50% or more of the combined voting power of the shares of all classes or series of share capital of such corporation which have the right to vote generally on matters submitted to a vote of the stockholders of such corporation, (ii) in the case of a partnership or other business entity not organized as a corporation, any such business entity of which the Company directly or indirectly owns 50% or more of the voting, capital or profits interests (whether in the form of partnership interests, membership interests or otherwise), (iii) any other corporation, partnership or other entity that is a “subsidiary” of the Company within the meaning of Rule 405 promulgated by the U.S. Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended, and (iv) any other corporation, partnership or other entity that is a “subsidiary” of the Company within the meaning of the Norwegian Public Limited Liability Companies Act Section 1-3 second paragraph.

“TSR” means total shareholder return (share price differential and dividend) from the Award Date until the Settlement Date.

“LTI Comparator Group” means a group of relevant companies included in a comparator group as listed in Appendix 1 hereto with the purpose of identifying average TSR of these companies.

“Securities Account” means an account registered in the name of the Participant, such as with the Norwegian Central Securities Depository, Verdipapirsentralen ASA.

4. *Eligibility.* All Employees who are management or key personnel are eligible for Awards under this Plan at the discretion of the Committee.

5. *Shares Available for Awards.*

(a) Subject to the provisions of Article 16, no Award shall be granted if it shall result in the aggregate number of Shares to be received by Participants under the Plan plus the number of Shares covered by or subject to Awards then outstanding under this Plan (after giving effect to the Award in question) is exceeding 6,000,000.

(b) The number of Shares that are the subject of Awards under this Plan that are forfeited or terminated shall again immediately become available for Awards hereunder. The Committee may from time to time adopt and observe such rules and procedures concerning the counting of Shares against the Plan maximum or any sublimit as it may deem appropriate, including rules more restrictive than those set forth above to the extent necessary to satisfy the requirements of any national stock exchange on which the Shares are listed, any applicable regulatory requirement or any tax qualification requirement. The Board and the appropriate officers of the Company are authorized to take from time to time whatever actions are necessary, and to file any required documents with governmental authorities, stock exchanges and transaction reporting systems to ensure that Shares are available for delivery pursuant to Awards.

(c) The rights provided for by an Award Agreement, the Award and settlement of the PRSUs, and the PRSUs themselves, are at all times conditional on (i) the Board having the necessary authorization to fulfill the delivery of the Shares under the PRSUs, and (ii) the Company holding a sufficient number of Shares as treasury shares at the relevant Settlement Date. In the event these conditions are not met, any PRSUs awarded and settled under the Plan shall be settled by a cash bonus payment equal to the Fair Market Value per Share on the date of settlement multiplied by the number of Shares subject to the Award.

6. *Administration.*

(a) This Plan shall be administered by the Committee, except as otherwise provided herein.

(b) Subject to the provisions hereof, the Committee shall have full and exclusive power and authority to administer this Plan and to take all actions that are specifically contemplated hereby or are necessary or appropriate in connection with the administration hereof. The Committee shall also have full and exclusive power to adopt such rules, regulations and guidelines for carrying out this Plan as it may deem necessary or proper and which are either (i) not materially adverse to the Participant to whom such Award was granted, (ii) consented to by such Participant, or (iii) made pursuant to the adjustment provisions in Article 16. The Committee may correct any defect or supply any omission or reconcile any inconsistency in this Plan or in any Award in the manner and to the extent the Committee deems necessary or desirable to further the Plan purposes.

(c) No member of the Committee or officer of the Company to whom the Committee has delegated authority in accordance with the provisions of Article 7 shall be liable for anything done or omitted to be done by him or her, by any member of the Committee or by any officer of the Company in connection with the performance of any duties under this Plan, except for his or her own willful misconduct or as expressly provided by statute.

7. *Delegation of Authority.* The Board or the Committee may authorize a committee of one or more

members of the Board to grant individual Awards pursuant to this Plan. The Committee may delegate to the President & CEO or to other employees of the Company or its Subsidiaries its administrative duties under this Plan (excluding its granting authority) pursuant to such conditions or limitations as the Committee may establish. The Committee may engage or authorize the engagement of a third-party administrator to carry out administrative functions under the Plan. The Board shall itself determine any Award to the President & CEO and shall not delegate this or any authority under this Plan related to the Award to the President & CEO.

8 Awards.

(a) The Committee (or other committee to whom such authority is delegated under Article 7 shall designate from time to time the Employees who are to be the Participants. Any Award shall be granted in the Committee's discretion based on amongst other considerations the position in the Company and a review on the individual Participant's performance prior to Award.

(b) The Committee shall decide how many PRSUs each Participant shall receive.

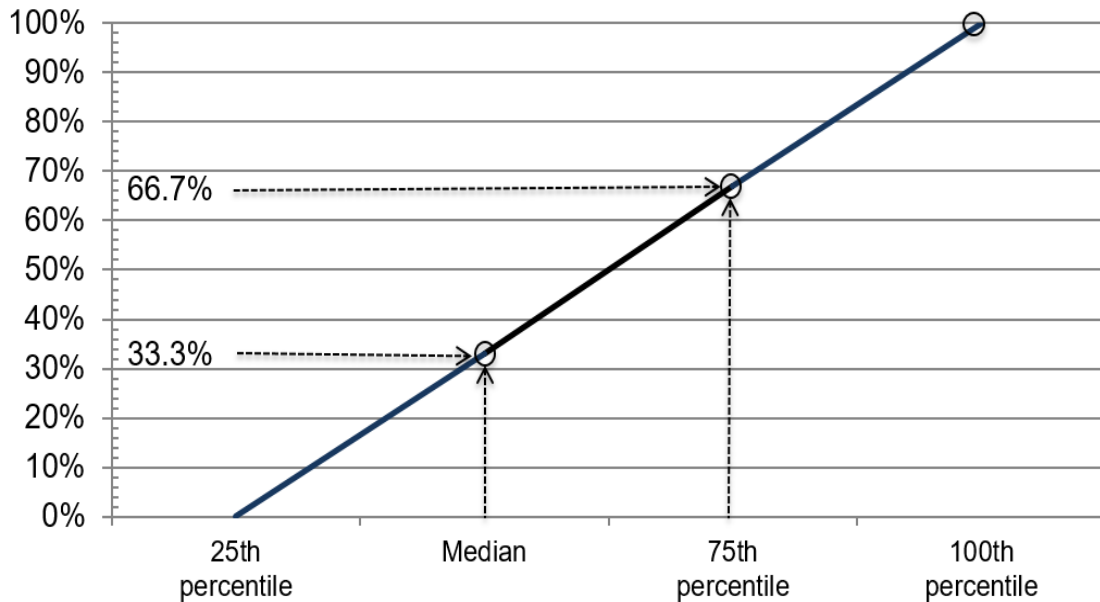
(c) Each Award may, in the discretion of the Committee, be embodied in an Award Agreement, which shall contain such terms, conditions, and limitations as shall be determined by the Committee in its sole discretion and, if required by the Committee, shall be signed by the Participant to whom the Award is granted and signed for and on behalf of the Company. Awards may be granted singly, in combination or in tandem. Awards may also be granted in combination or in tandem with, in replacement of, or as alternatives to, grants or rights under this Plan or any other employee plan of the Company or any of its Subsidiaries, including the plan of any acquired entity. All or part of an Award may be subject to conditions established by the Committee.

9 PRSU Terms

(a) An Award shall be in the form of PRSUs, subject to the terms and conditions of the Plan and the Award Agreement. Unless otherwise provided by the Committee or this Article 9, the following terms shall apply to all PRSUs:

(i) *Settlement of 75% of awarded PRSUs:* Subject to the terms and conditions of this Plan and the Award Agreement, and further subject to Article 19, 75% of the PRSUs (the "TSR PRSUs") will be settled at the applicable Settlement Date as follows: All of the TSR PRSUs will automatically settle if the Company has delivered a TSR at the 100th percentile of the LTI Comparator Group. None of the TSR PRSUs will settle if the Company has delivered a TSR in the lower quartile of the LTI Comparator Group. If the Company has delivered a TSR at the Median of the LTI Comparator Group, 33.3% of the TSR PRSUs will settle. The settlement of TSR PRSUs as a function of TSR performance is illustrated in the chart below:

TSR Performance



Percentages of awarded PRSUs that will vest as a function of PGS' TSR performance measured against the LTI Comparator Group on the vertical axis. Examples of TSR performance against the LTI Comparator Group on the horizontal axis.

(ii) *Settlement of 25% of awarded PRSUs:* Subject to the terms and conditions of this Plan and the Award Agreement, and further subject to Article 19, 25% of the PRSUs awarded (the “ROCE PRSUs”) will automatically settle at the applicable Settlement Date subject to the Company’s achievement of ROCE in the full financial years 2022 and 2023. The performance will be based on the arithmetic average of the actual ROCE for the years 2022 and 2023. The performance range is between 10% and 15%, where for a ROCE of 10% or less, none of the ROCE PRSUs will settle, while a ROCE of 15% or above will result in 100% settlement of the ROCE PRSUs. Achievements are linear from 0% to 100% settlement of the ROCE PRSUs within the performance range..

Following settlement, and subject to Article 5(c) and the further terms and conditions of the Plan and the Award Agreement, a number of Shares equal to the number of PRSUs settled will be delivered by the Company to the Participant’s Securities Account as soon as practicable. Any delivery of Shares is conditional upon the Participant having registered a Securities Account and notified the Committee of the account details. Until the date that Shares are registered with a Participant’s Securities Account, the Participant shall have no rights as a shareholder pursuant to the Plan or any Award Agreement. From the date when the Shares are registered with the Participant’s Securities Account, the Participant will have the right to receive dividends thereafter declared with respect to such Shares and to exercise other shareholder rights. PRSUs which do not settle on the Settlement Date are terminated and become null and void.

(b) *Termination of Employment:* A “Good Leaver” is someone who leaves due to retirement at the normal retirement age or early retirement with Company (or a Subsidiary), consent, incapacity, serious ill health, death, or someone determined a Good Leaver by the Committee. For a Good Leaver, all PRSUs continue with full effect and will automatically be settled at the applicable Settlement Date pursuant to the terms and conditions of the Plan and the Award Agreement. In the event of the death of the Employee, all PRSUs shall be settled in cash as full and final settlement of all PRSUs within 60 days after the time of death. If more than one heir (whether by will, statute or otherwise) of the Employee

claims the cash payment, the Committee can require as a condition for making the cash payment that the heirs within 30 days from written notice from the Committee agree among themselves who shall have the right to the cash payment, and if no such confirmation has been received in writing by the Committee within the 30 day deadline, the PRSUs will terminate without any cash payment taking place and without any further liability or obligations for the Company (or any Subsidiary). For an Employee who is not a Good Leaver, all PRSUs outstanding at the time the Employee resigns, gives or receives a notice of termination with the Company (or a Subsidiary) will terminate immediately without any further liability or obligations for the Company (or a Subsidiary). For the avoidance of doubt, a transfer of employment between the Company and a Subsidiary or between Subsidiaries shall not be considered a termination of employment for the purposes of this Plan.

(c) *Lock-in Period:* The President & CEO and certain senior officers of the Company as determined by the Committee shall be obliged to keep Shares delivered under Article 9(a) for a period of minimum two years from date of delivery. During such period, the President & CEO and such senior officers may not sell or otherwise dispose of the Shares.

10. *Change of Control.* Notwithstanding any other provisions of the Plan, including Articles 7 and 8 hereof, unless otherwise expressly provided in the applicable Award Agreement, in the event of the occurrence of a Change of Control, each Award under this Plan to the Participant shall be immediately settled in full; provided, however, that with respect to a Participant subject to United States taxation, no Change of Control shall be deemed to have occurred unless such event also constitutes an event specified in Code Section 409A(2)(A)(v) and the Treasury Regulations promulgated thereunder.

11. *Participants in Different Jurisdictions.* The Committee may grant Awards to persons in a particular country under such terms and conditions as may, in the judgment of the Committee, be necessary or advisable to comply with the laws of the applicable foreign jurisdictions and, to that end, may establish sub-plans, modified PRSU settlement procedures and other terms and procedures. Notwithstanding the above, the Committee may not take any actions hereunder and no Awards shall be granted, that would violate any securities law, any governing statute, or any other applicable law.

12. *Securities Law regulations.*

(a) As the Company is a public company and is listed on the Oslo Stock Exchange, there are certain laws, rules and regulations that apply for subscription, sale and purchase of the Company's securities (including Shares and other financial instruments in the Company), including but not limited to insider trading rules and notification obligations. Each Participant is obliged, and is personally responsible, to make him- or herself familiar with such rules and to abide by the same.

(b) Furthermore, the Company has rules (which might be amended from time to time in the Company's sole discretion) for its employees and employees of its Subsidiaries trading in its securities, and each Participant is also obliged, and is personally responsible, to make him- or herself familiar with such Company rules and to abide by the same.

(c) The Committee may adopt additional rules and procedures regarding the settlement of PRSUs from time to time, provided that such rules and procedures are not inconsistent with the provisions of this Plan.

13. *Taxes.* The Participant shall be fully liable for any and all tax liabilities imposed upon the Participant pursuant to an Award and any and all rights conferred to the Participant under an Award Agreement, including but not limited to, taxes imposed by the settlement of PRSUs and delivery of Shares or payment of cash. The Company will declare any Award and any delivery of Shares or payment of cash

on the basis of an Award Agreement to the Norwegian and/or other relevant tax authorities in accordance with applicable laws at all times. The Company or its designated third-party administrator shall have the right to deduct applicable taxes (including withholding taxes) from any Award payment and withhold, at the time of delivery of cash or Shares under this Plan, an appropriate amount of cash or number of Shares or a combination thereof for payment of taxes (including withholding taxes) or other amounts required by law or to take such other action as may be necessary in the opinion of the Company to satisfy all obligations for withholding of such taxes.

14. *Amendment, Modification, Suspension, or Termination of the Plan.* The Board may amend, modify, suspend, or terminate this Plan for the purpose of meeting or addressing any changes in legal requirements or for any other purpose permitted by law, except that (i) no amendment or alteration that would adversely affect in any material respect the rights of any Participant under any Award previously granted to such Participant shall be made without the consent of such Participant and (ii) no amendment or alteration shall be effective prior to its approval by the shareholders of the Company to the extent such approval is required by applicable legal requirements or the applicable requirements of the securities exchange on which the Shares are listed.

15. *Assignability.* Unless otherwise determined by the Committee and provided in the Award Agreement or the terms of the Award, no Award or any other benefit under this Plan shall be assignable or otherwise transferable except by will or by the laws of descent and distribution. The Committee may prescribe and include in applicable Award Agreements or the terms of the Award other restrictions on transfer. Any attempted assignment of an Award or any other benefit under this Plan in violation of this Article 15 shall be null and void.

16. *Adjustments.*

(a) The existence of outstanding Awards shall not affect in any manner the right or power of the Company or its shareholders to make or authorize any or all adjustments, recapitalizations, reorganizations, or other changes in the share capital of the Company or its business or any merger, demerger or consolidation of the Company, or any issue of Shares, bonds, convertible bonds, debentures, preferred or prior preference stock (whether or not such issue is prior to, on a parity with or junior to the existing Shares) or the dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding of any kind, whether or not of a character similar to that of the acts or proceedings enumerated above.

(b) In the event of (i) any distribution on the Shares to the shareholders (including capital write downs); (ii) issuance of new Shares; (iii) issuance of financial instruments pursuant to chapter 11 of the Norwegian Public Liability Limited Companies Act; (iv) any subdivision or combination of outstanding Shares or a Share split; (v) any other recapitalization or capital reorganization or changes to the share capital of the Company; (vi) any consolidation, merger or demerger of the Company with another corporation or entity (which do not qualify as a Change of Control); or (vii) the adoption by the Company of any plan of exchange affecting the Shares, then the number of PRSUs covered by the Awards shall be proportionately adjusted by the Company as appropriate to reflect such transaction; provided that such adjustments shall only be such as are necessary to maintain the proportionate interest of the holders of the PRSUs and to preserve, without increasing, the value of such PRSUs.

(c) The total Awards under this Plan and under any other plan similar to this Plan approved by the shareholders of the Company which are in effect at any given time, may not exceed 5% of the Company's total issued share capital. Any Awards in excess of this will be automatically null and void and reduce each Participant's Awards of PRSUs on a pro rata basis.

17. *Restrictions.* No Shares or other form of payment shall be delivered with respect to any Award unless the Company shall be satisfied based on the advice of its counsel that such delivery will be in compliance with applicable law. Shares delivered under this Plan may be subject to such stop transfer orders and other restrictions as the Committee may deem advisable under the rules, regulations and other requirements of the applicable securities regulatory authority, any securities exchange or transaction reporting system upon which the Shares are then listed or to which it is admitted for quotation and any applicable law. The Committee may cause a legend or legends to be placed or coded upon the Shares to make appropriate reference to any such restrictions.

18. *Right to Employment.* Nothing in this Plan or any Award Agreement shall interfere with or limit in any way the right of the Company or its Subsidiaries to terminate any Participant's employment or other service relationship at any time, or confer upon any Participant any right to continue in the capacity in which he or she is employed or otherwise serves the Company or its Subsidiaries.

19. *Postponement of the Settlement Date.* If, due to securities law restrictions, the Committee in its discretion finds it appropriate, the Committee may elect to postpone the applicable Settlement Date. The Settlement Date may, however, only be postponed for as long as the securities law restrictions apply.

20. *Governing Law and Disputes.* This Plan and all determinations made and actions taken pursuant hereto shall be governed by and construed in accordance with the laws of Norway. Any disputes arising out of or in connection with this Plan and any Award shall be settled by the ordinary courts in Norway with Asker og Bærum Tingrett as the legal venue.

21. *Section 409A.*

(a) Awards made under this Plan are intended to comply with or be exempt from Code Section 409A, and ambiguous provisions hereof, if any, shall be construed and interpreted in a manner consistent with such intent. No payment, benefit or consideration shall be substituted for an Award if such action would result in the imposition of taxes under Code Section 409A. Notwithstanding anything in this Plan to the contrary, if any Plan provision or Award under this Plan would result in the imposition of an additional tax under Code Section 409A, that Plan provision or Award shall be reformed, to the extent permissible under Code Section 409A, to avoid imposition of the additional tax, and no such action shall be deemed to adversely affect the Participant's rights to an Award.

(b) If the Participant is identified by the Company as a "specified employee" within the meaning of Code Section 409A(a)(2)(B)(i) on the date on which the Participant has a "separation from service" (other than due to death) within the meaning of Treasury Regulation § 1.409A-1(h), any Award payable or settled on account of a separation from service that is deferred compensation subject to Code Section 409A shall be paid or settled on the earliest of (1) the first business day following the expiration of six months from the Participant's separation from service, (2) the date of the Participant's death, or (3) such earlier date as complies with the requirements of Code Section 409A.

22. *Effectiveness and Term.* The Plan is effective as of 21 April 2021. No Award shall be made under the Plan after 21 April 2024.

APPENDIX 1 – LTI COMPARATOR GROUP

Company	Country
Akastor ASA	NO
Aker Solutions ASA	NO
BW Offshore Limited	NO
CGG SA	FR
Fugro N.V.	NL
Hunting PLC	GB
ION Geophysical Corp	US
Kværner ASA	NO
Magseis Fairfield ASA	NO
Northern Drilling Limited	NO
Odfjell Drilling Limited	NO
Petrofac Limited	GB
Prosafe SE	CY/NO
Saipem SpA	IT
SBM Offshore N.V.	NL
SeaBird Exploration PLC	NO
Subsea 7 SA	NO
TechnipFMC PLC	FR
TGS-NOPEC Geophysical Company ASA	NO
Wood Group (John) PLC	GB

Upon changes in the above LTI Comparator Group during the period from Award Date to Settlement Date (such as but not limited to bankruptcy, liquidation, mergers and acquisitions), the Committee is authorized to consider the consequences thereof for the LTI Comparator Group and the Company's relative TSR.

CORPORATE GOVERNANCE REPORT

PGS ASA (“PGS” or the “Company”) is committed to maintaining high standards of corporate governance. We believe that effective corporate governance is essential to our Company’s success and establishes the framework by which we conduct ourselves in delivering services to our customers and creating value for our shareholders.

PGS is registered in Norway as a public limited liability company, and our corporate governance model is based on Norwegian corporate law, the Oslo Stock Exchange’s Issuer Rules, and the Norwegian Code of Practice for Corporate Governance (the “NUES Recommendations”). To the extent practicable, PGS also adheres to requirements applicable to registrants of foreign securities in the United States, where our American Depositary Shares (“ADS”) are publicly traded. We have implemented corporate governance particularly suited to our Company and the industry in which we operate.

The Norwegian Public Limited Liability Companies Act section 5-6 (5) requires that the statement of Corporate Governance is brought up for the Annual General Meeting (“AGM”). Consequently, this report will be presented to the General Meeting on April 21, 2021.

Our corporate governance principles, which have been adopted by our Board of Directors (the “Board”), are summarized below. Our website provides full versions of our basic corporate governance documents and an overview of our governance structure. These items include the Company’s Articles of Association, the Board’s Rules of Procedure, and the charters for the Company’s Audit Committee, Remuneration and Corporate Governance Committee (“Remco”), and Nomination Committee. The documents can be downloaded from www.pgs.com.

In accordance with the Norwegian Accounting Act section 3-3b, PGS is required to give a statement of our corporate governance in the Board’s report. In the Board’s report we refer to this document.

1. Code of Conduct, Core Values and Corporate Responsibility

We have adopted a Code of Conduct that reflects our commitment to our shareholders, customers, and employees to carry out our business with the utmost integrity. Our Code of Conduct and Core Values are available in full on www.pgs.com.

At the heart of our Core Values is also a principled approach to Corporate Responsibility. We have built our framework for Corporate Responsibility around three key areas: Environmental, Social and Governance matters. For a further description, see our 2020 ESG Report, which is available at www.pgs.com.

2. Business

PGS is a fully integrated marine geophysical company that provides a broad range of seismic and reservoir services, including acquisition, imaging, interpretation, and field evaluation. The Company’s MultiClient data library is among the largest in the seismic industry. The Company operates on a worldwide basis with headquarters in Oslo, Norway.

Our business purpose, as presented in the Company’s Articles of Association, is as follows:

“The business of the Company is to provide services to and participate and invest in energy related businesses.”

Our business operations and product portfolio are presented in greater detail in the Annual Report.

3. Equity and Dividends

The shareholders' equity as of December 31, 2020 was \$396.4million, corresponding to 19 % of total assets.

As a result of a weak market over several years and the latest downturn following the outbreak of Covid-19 in 2020, combined with substantial investments in fleet renewal, Net Interest Bearing Debt excluding lease liabilities, currently at \$937.6million, is higher than what the Board sees as beneficial for stakeholders over time. Taking into account experience from the downcycle and with a view that the Company's markets will continue to be cyclical in the future, the Company has adopted a strategic target to over time reduce Net Interest Bearing Debt to a level not exceeding \$500 to 600 million, assuming the current size and composition of business activities. As a result, the Company will give higher priority to profitability, cash flow generation and debt reduction than business growth until it reaches a lower debt level. Early 2020, the Company successfully completed a refinancing of most of its interest bearing debt and made an equity raise of approximately \$95 million. At the time, the Company had seen a period of improving markets and profitability. However, the outbreak of the Covid-19 pandemic shortly thereafter had a severe negative impact on the market and the Company's revenues and cash flows. The Company, with the aim of preserving liquidity, responded by commencing processes to reducing operating costs and re-negotiate amortization and maturity profiles for its main credit facilities. These processes were completed during Q1-21, and included the issuance of a convertible loan. Please see Note 21 to the consolidated financial statements of PGS for further details. With the substantial cost reductions during 2020 and the re-scheduling of amortization and maturity on interest bearing debt, the Board believes that the Company is positioned to manage its debt obligations. During 2020, the Company reduced its Net Interest Bearing Debt by \$69.9million, or 7%.

The Board continually monitors the adequacy of the Company's capital structure in light of its objectives, strategy, risk profile and outlook.

The alternative performance measure "Net Interest Bearing Debt" as used above, excludes lease liabilities recognized in accordance with IFRS 16 and is further defined in the Annual Report.

The Board has adopted a dividend policy whereby it is the intention to distribute 25 to 50 percent of annual net income as dividends over time. The Board has no general authorization to distribute dividends. Each year's dividend is decided by the AGM after a proposal from the Board.

The Company has not distributed dividends in recent years due to a weak market, operating losses and a need to maintain an adequate liquidity reserve. Going forward, the Company's capacity to pay dividend will be assessed by the Board in light of, among other things, the market outlook and the Company's equity and funding positions. Since the Company currently has Net Interest Bearing Debt which is above the targeted level, priority is given to debt reduction before resuming dividend payments. In addition, the Company is restricted in its main credit facility from proposing a dividend for 2020 and these agreements require certain conditions to be fulfilled before the Company may propose a dividend payment.

The Board is authorized to buy back up to 10 percent of the Company's share capital (treasury shares). The current authorization expires on June 30, 2021. However, a new authorization will, in line with past practice, be proposed at the next AGM. Purchase of treasury shares are subject to restrictions in the Company's main credit facility identical to those applicable for distribution of dividends.

It has been an ongoing practice of PGS shareholders to grant authorizations to the Board permitting it to increase the Company's share capital or issue convertible loans for up to 10 percent of the Company's share capital for certain defined purposes. The current authorization was used to issue a convertible note related to the debt re-scheduling process completed in early 2021. A new authorization in line with past practice will be proposed at the next AGM.

Separate General Meeting votes are held for (a) authorizations to increase the share capital for certain business purposes, (b) authorization to issue convertible loans and (c) authorization to acquire treasury shares. When a proposed resolution encompasses share capital increases and/or the issuance of convertible loans and/or acquisition of treasury shares for various purposes, the Company does not find it practical to hold separate votes on each element of proposals. This is a deviation from the NUES Recommendation No. 3 where it is recommended that when the General Meeting is to consider mandates to the Board for the issue of shares for different purposes, each mandate should be considered separately by the meeting.

4. Equal Treatment of Shareholders and Transactions with Close Associates

PGS has a single share class and all shares carry the same rights. At our General Meetings, each share carries one vote. Our Board is committed to equal treatment of shareholders in all respects.

When applicable, transactions involving the Company's own shares are carried out through a stock exchange, or at prevailing stock-exchange prices if carried out in an alternative manner.

Transactions between the Company and shareholders, a shareholder's parent company, members of the Board, executive officers, or close associates of any such party (referred to as "Close Associates") shall be conducted at arm's length distance and at market terms. Material transactions with Close Associates will be subject to independent valuation by third parties. According to PGS' Code of Conduct, our employees shall not have any personal or financial interest that might conflict with those of PGS nor influence, or appear to influence judgments or actions in carrying out their responsibilities on behalf of the Company. According to the Board's Rules of Procedure, a member of our Board may not participate in discussions or decision-making as to issues in which the Director or any person closely associated with the Director has a material personal or financial interest. The Code of Conduct and Rules of Procedure are available on www.pgs.com.

5. Shares and Negotiability

The Company's shares are freely transferable and there are no restrictions imposed by the Company on ownership of or voting for shares.

6. General Meetings

Through participation in General Meetings, our shareholders exercise ultimate authority over the Company and, with exception of the employee elected Directors, elect the members of its Board and the chairperson of the Board.

Pursuant to the Company's Articles of Association, the notice of an AGM is distributed at least four weeks in advance of the meeting to shareholders or their depository banks. For ADS holders, the record date for notice-distribution purposes is set at approximately five weeks prior to the AGM. A copy of the calling notice with appendices will be posted on www.pgs.com.

Notices convening Extraordinary General Meetings ("EGM") must be distributed at least three weeks ahead of the meeting. The Board is to call shareholders to an EGM upon a written demand by the Company's independent auditor or shareholders representing at least five percent of the share capital, or for other purposes.

Shareholders who wish to attend a General Meeting must notify the Company's registrar or PGS by the deadline stated in the meeting notice, which must be at least two working days before the General Meeting.

According to the Company's Articles of Association, documents to be considered at the General Meeting may be published on our website. The same applies to documents that, due to statutory requirements must be attached to, or

included in the notice calling the General Meeting. If the documents are published in such a manner, the statutory requirements for distribution shall not apply. Nevertheless, shareholders are entitled to request that documents to be considered by the General Meeting are sent to them via regular mail.

To vote at General Meetings, in person or by proxy, a shareholder must be registered with the Norwegian Central Securities Depository ("VPS"). Holders of ADS may vote according to the underlying shares by: (a) having the underlying shares transferred to an account with the Norwegian Central Securities Depository in the name of the holder, (b) attending the meeting as a shareholder by providing their name, address and evidence that they are the beneficial owner of the ADSs and coordinating with Deutsche Bank, depository for the ADS, to have their ADSs blocked from voting, or (c) authorizing Deutsche Bank to vote the ADS on their behalf in accordance with specific guidelines.

An owner with shares registered through a custodian has voting rights equivalent to the number of shares covered by the custodial arrangement, provided that the owner of the shares, within two working days ahead of the General Meeting, provides PGS with his or her name and address together with written confirmation from the custodian to the effect that he or she is the beneficial owner of the shares held in custody.

Written and/or electronic voting in accordance with the Norwegian Public Limited Liability Companies Act, section 5-8b, shall be allowed for meetings where such method of voting is arranged by the Board. Under the prevailing Covid-19 situation and rules, the Company will for the 2021 AGM facilitate a virtual meeting.

Generally, all Directors normally attend the AGM together with the chairperson of the Nomination Committee and the auditor. In accordance with the Company's Articles of Association, the chairperson of the Board chairs General Meetings. This is a deviation from the NUES Recommendation No. 6 for making arrangements to ensure an independent chairperson for the General Meetings. The reason for this deviation is that the Company has found this more practical and that PGS wishes to ensure that General Meetings are chaired by a competent person having proper insight into PGS' overall operations.

7. Nomination Committee

According to our current Articles of Association, the Company has a Nomination Committee comprised of four members to be elected by our shareholders at the AGM. The majority of Nomination Committee members shall qualify as independent parties, pursuant to the NUES Recommendations. The term of service shall be two years unless the General Meeting determines that the period shall be shorter.

The Nomination Committee's main responsibilities, which are set out in the Nomination Committee Mandate and Charter, are to propose nominees for election as members and chairperson of the Board and the Nomination Committee. Further, the Nomination Committee proposes remuneration to be paid to members of the Board and Nomination Committee. The remuneration is approved by the General Meeting. Annually, the Nomination Committee produces a written report containing its nominations and proposals, which is distributed in advance of each AGM.

Once a year, the Nomination Committee meets with each Director individually and discusses how the Board and its committees function and whether there is a need for changes to the Board. The Nomination Committee also keeps contact with shareholders and the Company's President & CEO ("CEO") as part of its work.

As of December 31, 2020, the Nomination Committee comprises Harald Norvik (chairperson), Terje Valebjørg, Alex Herger and Ole Jakob Hundstad. Mr. Norvik was a first time electee at the 2017 AGM as chairperson, whereas Mr. Valebjørg was a first time electee on the 2016 AGM as a member, and Ms. Herger and Mr. Hundstad were first time electees as members at the 2019 AGM. These four individuals were all re-elected at the 2020 AGM, all for a service period ending with the 2021 AGM.

Shareholders who wish to propose new Board members or new members of the Nomination Committee may do so by submitting a candidate's name to PGS' investor relations staff via www.pgs.com by following the link, "Nominate a Board Member." The deadline for submissions each year is January 31. Alternatively, candidates can be proposed by letter to PGS attn. General Counsel or via email to ir@pgs.com. PGS does not employ any Nomination Committee members and none is a member of the Board.

In 2020, the Nomination Committee held three meetings and conference calls. The Nomination Committee's report on its work and recommendations is set out in Appendix II to the Calling Notice.

8. Board— Composition and Independence

According to the Company's Articles of Association, our Board shall have from three to thirteen Directors. The period of service for members of the Board shall be one year.

The Board has adopted its own Rules of Procedure that establish in more detail its roles and responsibilities, including:

- Directors' qualifications
- Requirement that a majority of the shareholder elected Directors in the Board, a majority of the shareholder elected Directors being members of the Remco, and all shareholder elected Directors being members of the Audit Committee, are considered to be independent Directors
- Annual review and determination of the independence of each Director.

The composition of the Board is a reflection of the Company's commitment to protect the common interests of all shareholders and the Company's need for expertise, capacity and diversity.

As of December 31, 2020, the Board comprised five shareholder elected and three employee elected Directors. The current shareholder elected Directors are Walter Qvam (chairperson), Anne Grete Dalane, Richard Herbert, Marianne Kah and Trond Brandsrud, whilst the current employee elected Directors are Anette Valbø, Hege Renshus and Grunde Rønholt. The current Directors are presented more in detail www.pgs.com and in this Annual Report.

All shareholder elected Directors are independent of the Company's management. All such Directors are also per December 31, 2020, independent of our major business relations and major shareholders (owning more than 10% of the shares in the Company). No shareholder elected Director may be an executive of PGS. Such Directors are not permitted to perform paid consultancy work for PGS. As of December 31, 2020, all Directors, directly or indirectly, own PGS shares.

Shareholders and other interested parties may communicate directly with our shareholder elected Directors by written correspondence addressed to PGS ASA, Board (shareholder elected members), Secretary of the Board or to the Company's General Counsel Lars Ragnar van der Bijl Mysen, PO Box 251, NO-0216 Oslo, Norway. Further, the Company has on www.pgs.com posted an invitation to shareholders for discussing corporate governance or corporate responsibility matters by contacting Mr. Mysen by phone or arranging a meeting with him.

9. The work of the Board

In accordance with Norwegian corporate law, our Board has overall responsibility for management of the Company, while the CEO is responsible for day-to-day management.

The Board provides oversight of the CEO's day-to-day management and company activities in general. The Board is also responsible for ensuring that appropriate management, guidelines, and control systems are in place and are followed.

The CEO, as agreed with the chairperson of the Board, annually submits a schedule of the meetings of the Board of Directors in the upcoming calendar year. The schedule is subject to Board approval. In 2020, the Board held 16 meetings. Due to the Covid-19 situation, most meetings were held using MS Teams or held as a hybrid of MS Teams/physical meeting. During 2020, all the shareholder-elected Directors participated in all prescheduled board meetings.

Key elements of the Rules of Procedure cover the Board's responsibilities to determine the Company's financial targets, set strategy along with the CEO and executive committees, and approve business plans, budgets, and budgetary and risk frameworks. The Board reviews at least annually the objectives, strategy and risk profile for the Company. In its supervision of the Company's business activities, the Board will seek to ensure that satisfactory procedures are in place for monitoring and follow-up of Board-approved corporate principles and guidelines covering areas such as ethical conduct; adherence to laws, rules, and regulations; health, safety and environment; and corporate responsibility.

The Rules of Procedure also require an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The annual self-evaluation is prepared and facilitated by the Remco. An anonymous survey is carried out and the findings are discussed by the Board. The survey's findings are made available to the Nomination Committee. The Chairperson of the Nomination Committee also shares with the Board relevant information for improvement of Board processes that may come up in their annual interviews with individual Directors.

Each scheduled Board meeting includes a separate session at which issues may be discussed without the presence of the Company's management.

The tasks and duties of the CEO vis-à-vis the Company's Board are also outlined in the Rules of Procedure, along with the tasks and duties of the chairperson of the Board. The CEO participates in all board meetings other than closed sessions. The Board elects a vice chairperson to chair board meetings in the chairperson's absence. The full text of the Board's Rules of Procedure is available at www.pgs.com.

Our governance structure is organized as described below.

Our Board is responsible for the supervision of our business activities. The Board has established an Audit Committee and a Remco to assist in organizing and carrying out its responsibilities. The mandate and charter for the Audit Committee and Remco is available at www.pgs.com.

Board responsibilities include:

- The Board appoints the Company's CEO
- The Board, along with the CEO, is committed to operating PGS in an effective and ethical manner in order to create value for the Company's shareholders. Our Code of Conduct requires management to maintain an awareness of the risks involved in carrying out our business strategies. Personal interests must not override or conflict with the interests of PGS.

The responsibilities of the CEO include:

- Day-to-day management of company activities
- Organizing PGS' Executive Committees and the Disclosure Committee to further assist the CEO
- The CEO, under the guidance and supervision of the Board and the Audit Committee, is responsible for ensuring that the Company's financial statements in all material respects fairly present the Company's financial condition and the results of its operations. Timely disclosure of issues to the Board is also essential to the assessment of the Company's financial condition, business performance and risks.

Board Committees

As of December 31, 2020, our Audit Committee comprises Directors Anne Grethe Dalane (chairperson), Richard Herbert, Marianne Kah, Anette Valbø and Hege Renshus. All shareholder elected Director's being members of the committee are considered independent of the Company. The committee's functions are to assist the Board in its supervision of the integrity of PGS' financial statements; to monitor the independent auditor's qualifications, independence and performance; to monitor the performance of the internal audit function; and to promote and review compliance with laws and regulatory requirements.

As of December 31, 2020, Remco comprises Directors Walter Qvam (chairperson), Trond Brandsrud, and Grunde Rønholt. All shareholder elected Director's being members of this committee are considered independent of the Company's senior management. The function of the committee is to assist in matters relating to compensation, benefits, and perquisites of the CEO and other senior executives. Review and modification of the Company's corporate governance implemented in the Company are also committee responsibilities.

In 2020, the Board also mandated two ad-hoc committees. The first was comprised by Mr. Qvam, Ms. Dalane and Mr. Brandsrud to – together with the PGS management and advisors – oversee the Company's process for amending and extending the main credit facilities. The second was a defence steering committee comprising Mr. Qvam, Ms. Kah, Mr. Brandsrud and Mr. Herbert to work with the Company's management and advisors to evaluate the unsolicited, non-binding and conditional bid for the Company's multicient library.

10. Risk Management and Internal Control

The Board is responsible for ensuring that appropriate guidelines, monitoring, and internal control systems are in place. These are to include embedding risk management, designating risk ownership, and implementing risk responses and controls.

The Board has systems in place to assess that the CEO exercises appropriate and effective management. The Board's Audit Committee assesses the integrity of PGS' accounts. It also enquires about, on behalf of the Board, issues related to financial review and external audit of PGS' accounts. Further, the Board and the Audit Committee supervise and verify that effective internal control systems are in place, including systems for risk management and financial reporting.

The Board and the Audit Committee take steps to ensure that the Company's internal control functions are working as intended and that necessary measures are taken to reduce extraordinary risk exposure. Furthermore, the Board makes certain that there are satisfactory routines for follow-up of principles and guidelines adopted by the Board governing (i) ethical conduct; compliance with laws, rules and regulations; health, safety and working environment; and Environmental, Social and Governance (ESG) issues, and (ii) how the Company integrates stakeholder considerations into the Company's value creation.

The Company's anti-corruption program includes a policy, manual and work instructions as to several ethical issues, periodic training, high risk area assessment and monitoring, compulsory contract wording, etc. The policy and procedures are available at www.pgs.com. The program is evaluated on a regular basis by the Audit Committee.

Management maintains and regularly reviews a risk matrix setting out the main risks for the Company. These risk factors and the Company's risk mitigating activities are subject to discussion in the Board at least once a year.

Management conducts day-to-day follow-up of financial management and reporting. Management has established a structured approach to ensure that the system for Internal Control over Financial Reporting ("ICFR") is effective. ICFR includes identification and assessment of all material financial reporting risks, identifying and documenting relevant controls to address these risks, and monitoring that controls are implemented and performed. For controls that are not

operationally effective at year-end, their potential financial exposure and impact on the consolidated financial statements are evaluated.

Internal Audit Department

PGS has an Internal Audit Department reporting directly to the Audit Committee on its audit planning and audit reports. The purpose of the Internal Audit Department is to perform independent, objective assurance and consulting activities that add value and improve the Company's initiatives in financial, operational and compliance areas.

The scope of work for the Internal Audit Department includes determining whether the Company's risk management, control, and governance, as designed and represented by management, are adequate and well-functioning. The audit reports are issued to the Audit Committee. In addition, the Internal Audit Department regularly monitors and reports status of management's actions to respond to identified risks or weaknesses.

11. Remuneration of the Board and Executive Management

Remuneration of shareholder elected Directors is not linked to performance but is based on an annual fee and is subject to annual approval by the General Meeting. Shareholder elected Directors shall not solicit or accept specific assignments for PGS beyond their role as Directors. Shareholder elected Directors neither hold any PGS share options, restricted stock units nor performance based restricted stock units.

For details on compensation to individual Directors, please see Note 30 to the consolidated financial statements of PGS.

Remuneration payable to both employee elected and shareholder elected Directors will be proposed by the Nomination Committee according to its Mandate and Charter, and is submitted to the AGM for approval.

Executive remuneration is one of the primary tasks of Remco. The committee annually reviews the total compensation level, the mix between fixed and performance related compensation and the mix between short and long-term compensation. Remco has developed an annual schedule in order to ensure and facilitate a structured approach to the annual review of executive compensation.

Remco has with the help of an external advisor identified a specific peer group of comparable companies across relevant markets. The advisor has collected and combined information related to total compensation level and structure amongst these companies. As of December 31, 2020, the peer group consisted of 15 companies from Norway and Europe. These companies are of comparable size and have international operations in the oil & gas and oil services sectors. The peer group is subject to regular review. The Board and Remco uses this information, among other tools, to benchmark and decide on an appropriate total compensation structure for the CEO and other executives.

Compensation for the CEO adheres to the same process as that used for other executives, but is also subject to approval by the Board.

The current remuneration package for our CEO and other executives includes fixed elements and variable elements. The fixed elements consist of a base salary and other benefits such as car allowance, phone, internet and similar. The fixed elements also include a defined contribution pension scheme and an individual pension scheme. The variable elements consist of Short Term Incentive Plans which is our annual bonus scheme, and Long Term Incentive Plans which are composed of Performance Restricted Stock Units. Features of these programs include an absolute ceiling on performance-related remuneration.

For further details on the compensation structure and total compensation to the CEO and executive team members, please see Note 30 to the consolidated financial statement of PGS, and also the Board's Policy on Remuneration to the CEO and Senior Executives set forth as Appendix VI to the Calling Notice.

12. Information and Communications

The Board is committed to reporting financial results and other relevant information based on openness and the requirement of equal treatment of all shareholders and securities market participants. The Company complies with relevant disclosure rules and regulations. Announcements are released through the Nasdaq OMX reporting channel and posted on the Oslo Stock Exchange's NewsWeb service. In addition, all announcements are www.pgs.com. The Company's policy of accessibility for shareholders is also presented on the Company's website.

The Company has an investor relations function to ensure that requests for information from shareholders, analysts and other interested parties are satisfied. The Company has an active investor communication program which includes senior management attending roadshows in connection with reporting of financial results, presentations at relevant investor conferences, and availability for one-on-one meetings. These activities have been virtual during most of 2020 and beginning of 2021. The Company hosts a Capital Markets Day presentation every other year.

The Board and the Nomination Committee once a year invites shareholders to join in a dialog on corporate governance and corporate responsibility matters. The invitation is posted on www.pgs.com and any shareholder may initiate communication with the Company on these matters.

13. Takeover Bids

The Board has established guiding principles for how it will act in the event of a takeover bid. The Board will ensure that all shareholders are treated equally and seek to prevent disruptions to, or interference with, Company operations to the extent possible. In the event of a takeover bid, the Board will, in accordance with its overall responsibilities and good corporate governance, act in the best interest of shareholders and ensure that they are given sufficient information in the matter. If a takeover bid is made, the Board will issue a statement containing a recommendation as to whether the shareholders should accept or reject the offer, including an independent valuation of the offer. The Company's Articles of Association do not contain any restrictions, limitations, or defense mechanisms against acquisition of its shares.

14. Auditor

The Audit Committee shall support the Board in the administration and exercise of its responsibility for supervision of the work of the independent auditor, who shall keep the Board informed of all aspects of its work for PGS. This duty includes submission of an annual plan for the audit of PGS. The auditor attends all Audit Committee meetings and, at least twice a year, meets with the Audit Committee without the presence of management. In-house policies govern the use of the auditor's services. Use of the auditor for services other than the audit of PGS requires pre-approval by the Audit Committee.

The independent auditor meets with the full Board at least once a year in connection with the preparation of the annual financial statements and, at least once a year, presents a review of PGS' financial reporting and internal control procedures for financial reporting. At least once a year, the independent auditor meets with the Board without the presence of any member of the executive management.

Remuneration paid to the auditor for mandatory and other audit services will be reported to the AGM for approval.

15. Compliance with Laws, Rules, Regulations and Recommendations

As part of PGS' Business Practice outlined on www.pgs.com, PGS is inter alia committed to comply with relevant laws, rules, and regulations, as well as the Oslo Stock Exchange's Issuer Rules. In addition, PGS complies with the current

recommendations set forth in the NUES Recommendations, subject only to deviations identified and justified in this report. The NUES Recommendations are available at www.nues.no.

The Board further conducts periodic reviews of PGS' corporate governance policies and procedures, including the Board's Rules of Procedure. This process is conducted annually and managed by Remco. Any changes to policies or procedures are presented to the Board for approval.

GUIDE FOR ONLINE PARTICIPATION PGS ASA 21 APRIL 2021

PGS ASA will hold an ordinary general meeting on 21 April 2021 at 15:00 CET as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online. We also point out that instead of participating online, you have the opportunity to vote in advance or give a proxy before the meeting. See the notice for further details for advance voting and how to submit a power of attorney. If you vote in advance or give a proxy with instructions, you can still choose to log in to the general meeting and override your vote on the individual items. If you have given an open power of attorney, but still log in to the virtual meeting, you will reclaim your voting rights and must vote online.

The technical solution is administered by DNB Bank Registrars Department, which has licensed the software from Lumi Ltd., giving all shareholders the option to attend online.

By attending the online, shareholders will access a live webcast of the meeting, submit questions relating to the items on the agenda and cast votes on each item on the agenda. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (In Norwegian either "Verdipapirsentralen" or "VPS") in relation to this General Meeting.

No pre-registration is needed for attending online, but you **must be logged in before the meeting starts**. The following pages will provide you with a brief guide on how to access, participate and submit your votes at the online General Meeting.

Shareholder who do not find their reference number and PIN code for access or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30, or send an e-mail to genf@dnb.no

HOW TO ACCESS THE ONLINE EGM

STEP 1

In order to participate online you need access to the Lumi solution by doing either of the following:

- Use the Lumi AGM app:**
Download the Lumi AGM app from the Apple App Store or Google Play Store by searching for Lumi AGM, or
- Visit <https://web.lumiagm.com>:** Go to the Lumi AGM website <https://web.lumiagm.com> either on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

STEP 2

Once you have either downloaded the **Lumi AGM app** or entered <https://web.lumiagm.com> into your web browser, you'll be asked to enter the following **meeting ID** and click **Join**:

Meeting ID: 181-704-142

Or use this link

<https://web.lumiagm.com/?fromUrl=181704142>

and you will go straight to Step 3

STEP 3

You will then be required to enter your ID:

- Reference number from VPS**
- PIN code from VPS**

You will be able to log in one hour before the meeting starts.

When successfully authenticated, the info screen will be displayed. You can view company information, submit questions relating to the items on the agenda and live stream the webcast.



HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE


All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS registered shareholders have access to VPS Investor Services through www.vps.no or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in investor Services will also receive their reference number and PIN code by post together with the summons from the company.(on proxy form)

Nominee registered shareholders: Shares held through nominee accounts (not relevant for Norwegian shareholders) must be transferred to a segregated VPS account registered in the name of the shareholder to have voting rights on the General Meeting. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information and/or instructions on obtaining your reference number and PIN code for nominee registered shares.

HOW TO VOTE

When the General Meeting starts, all items will be open for voting. Items are closed as the general meeting deals with them. By clicking on the polling icon  on the screen you will access the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

For - Vote received

To change your vote, simply select another voting direction. If you wish to cancel your vote, please press Cancel.


Once the chairperson has opened voting, voting on any item can be performed at any time during the meeting until the chairperson closes the relevant voting on the specific resolution. Your last choice before the voting is closed will be final and cannot be changed.

If you have voted in advance, or given voting instructions to the chairman of the board, you will be able to override your choice of vote on the individual items when logging in. If you have given an open power of attorney, you will reclaim your voting rights by logging in, and must then remember to vote.



QUESTIONS TO THE CHAIRPERSON

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the Q&A session up until the chairperson closes the session.

If you would like to ask a question relating to the items on the agenda, select the messaging icon. 

Type your message within the chat box at the bottom of the messaging screen. Once you have completed your message, click the Send button.

Questions submitted online will be moderated before being sent to the chairperson to avoid repetition and to remove any inappropriate language. All questions and messages will be presented with the full name and identity of the shareholder raising the question.

DOWNLOADS

Links will be available on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the annual shareholders' meeting or downloading documents via the EGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and your network connection (3G, 4G).