



TO THE SHAREHOLDERS OF

TGS ASA

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of TGS ASA, reg. no 976 695 372 (the "**Company**"), will be held on 8 May 2025 at 5:00 pm (Oslo time).

The general meeting will be arranged virtually and online through Lumi. The shareholders will be able to participate in the meeting, vote and ask questions from smart phones, tablets, laptops or stationary computers. The Company nevertheless encourages shareholders to vote in advance or give proxy prior to the meeting as further described below and in appendix 2.

The Company's Articles of Association set a registration deadline. Shareholders who wish to participate (including by proxy) in the general meeting must therefore give notice to the Company by 6 May 2025 at 4:00 pm (Oslo time). A registration and proxy form is attached hereto as appendix 1. A guide for online participation is included as appendix 2.

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

1. **Opening and registration of attending shareholders**
2. **Appointment of meeting chair and a person to co-sign the minutes**
3. **Approval of the notice and agenda**
4. **Approval of the financial statements and Board's report for 2024**
5. **Approval of auditor's fee**
6. **Approval of global group board representation agreement**
7. **Amendment of section 6 of the Articles of Association with respect to the number of directors**
8. **Appointment of members to the Board**
9. **Approval of remuneration to the members of the Board**
10. **Appointment of members to the Nomination Committee**
11. **Approval of remuneration to the members of the Nomination Committee**
12. **Statement on corporate governance pursuant to section 2-9 of the Norwegian Accounting Act**
13. **Statement on remuneration for senior executives**
14. **Report on remuneration for senior executives**
15. **Approval of long-term incentive plan and resolution to issue free-standing warrants**
16. **Board authorization to acquire own shares**
17. **Board authorizations to (a) issue new shares and (b) issue convertible loans**
18. **Board authorization to distribute dividends and make group contributions**

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1 **Opening and registration of attending shareholders**

Chair of the Board, Christopher Geoffrey Finlayson, or someone appointed by the Board, will open the general meeting. A list of attending shareholders will be made.

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

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

3 Approval of the notice and agenda

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

4 Approval of the financial statements and Board's report for 2024

The Board's report, the Company's financial statements and the consolidated financial statements of the Company and its subsidiaries (the Group) for 2024, together with the audit report, were published on 21 March 2025 and are available on the Company's web page, www.tgs.com.

The Board proposes that the general meeting makes the following resolution: *"The general meeting approves the Board's report for 2024 and the Company's financial statements for 2024."*

5 Approval of auditor's fee

The Board proposes to approve a fee of USD 444,000 to the auditor as the 2024 audit fee for the Company. This does not include fees related to the audits of the Company's subsidiaries or other professional services rendered. Note 6 to the Company's Financial Statements and Note 11 to the Group's Consolidated Financial Statements provide further details on other fees to the auditor.

The Board proposes that the general meeting makes the following resolution: *"The general meeting approves the auditor's fees for 2024."*

6 Approval of global group board representation agreement

In connection with the election of employees to the Board, the Company on 9 December 2024 entered into an agreement with the employees of the Company and its wholly owned subsidiaries globally for global group board representation (the "Agreement"), cf. section 6-5 of the Norwegian Public Limited Liability Companies Act. The Agreement is made available on the Company's web page, www.tgs.com and is subject to the approval of the Company's shareholders, cf. section 6-5 of the Norwegian Public Limited Liability Companies Act. The Board proposes that the general meeting approves to enter into this Agreement.

The Board proposes that the general meeting makes the following resolution: *"The general meeting approves the global group board representation agreement."*

7 Amendment of section 6 of the Articles of Association with respect to the number of directors

The Board proposes to increase the maximum number of directors as set out in the Company's Article of Association, to cater for the introduction of employee-elected board members.

Accordingly, the Board proposes that, with effect immediately, the general meeting resolves to amend section 6 of the Company's Articles of Association to read as follows:

"The company's board of directors shall consist of from five to twelve directors. The period of service for shareholder-elected directors is one year. The nomination of shareholder-elected directors to the board and the remuneration payable to the directors shall be prepared by a nomination committee consisting of one chair and up to three members elected by and amongst the shareholders and who shall serve for a period of two years."

8 Appointment of members to the Board

Reference is made to the Nomination Committee's proposal for the composition of the Board, which is made available on the Company's web page, www.tgs.com.

9 Approval of remuneration to the members of the Board

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

10 Appointment of members to the Nomination Committee

Reference is made to the Nomination Committee's proposal for the composition of the committee, which is made available on the Company's web page, www.tgs.com.

11 Approval of remuneration to the members of the Nomination Committee

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

12 Statement on corporate governance pursuant to section 2-9 of the Norwegian Accounting Act

Pursuant to section 5-6 (4) of the Norwegian Public Limited Liability Companies Act, the general meeting shall consider the statement on corporate governance made in accordance with section 2-9 of the Norwegian Accounting Act. The statement is included under the heading "Corporate Governance" in the Company's Annual Report for 2024, which is available on the Company's web page, www.tgs.com. The statement will not be subject to any vote.

13 Statement on remuneration for senior executives

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act and ancillary regulations, the Board has prepared a statement with respect to the principles for remuneration of senior executives of the Company, which is set forth in the Remuneration Policy, available on the Company's web page at www.tgs.com.

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

14 Report on remuneration for senior executives

In accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act and ancillary regulations, the Board has prepared a statement with respect to the remuneration of senior executives of the Company, which is set forth in the TGS Remuneration Report, available on the Company's web page at www.tgs.com. Reference is also made to Note 11 to the Group's consolidated financial statements for 2024 and Item 12 of the report on Corporate Governance, which are included in the Company's Annual Report for 2024 that is available on the Company's web page, www.tgs.com.

The Board proposes that the general meeting makes the following advisory resolution: "*The report pursuant to section 6-16b of the Norwegian Public Limited Liability Companies Act is approved.*"

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

The Board proposes that the general meeting approves a long-term incentive plan for 2025, cf. the Norwegian Public Limited Liability Companies Act, sections 5-6 (3) and 6-16a, and as part thereof, issue new free-standing warrants.

Since 2015, the general meeting has approved share-based long-term incentive plans. These plans are generally secured by free-standing warrants. From these earlier plans, there are currently outstanding 2,958,578 free-standing warrants associated with

performance share units or restricted share units that, as per the date of this notice, have been granted but not yet vested and exercised.

The proposed 2025 plan provides for the grant of performance share units (PSUs) and restricted share units (RSUs) on terms generally consistent with the Remuneration Policy. Upon vesting, the PSUs and RSUs will represent the right to receive shares of Company common stock as described below. The plan is limited to a maximum of 1,900,000 shares issuable upon vesting of the PSUs and RSUs. The plan will be administered by the Board. In the event of any merger, reorganization, recapitalization, stock dividend, stock split, combination of shares, share exchange, or other change in shares of the Company, the number of shares then subject to the plan, including shares subject to outstanding awards, will be adjusted in proportion to the change in outstanding shares.

PSUs: Pursuant to the proposed 2025 plan, similar to the 2024 plan, PSUs will be granted to members of the executive and senior leadership teams and will generally vest three years after the date of grant. Upon vesting, the holder of the PSUs will receive Company shares (if any), with the number of shares issuable determined by multiplying the number of PSUs granted by a factor of 0% to 100%. The factor is determined by performance over a three-year measurement period against metrics further detailed under “Long-Term Incentive” in the Company’s Remuneration Policy, which is issued alongside the Company’s Annual Report for 2024 and is available on the Company’s web page, www.tgs.com.

RSUs: Pursuant to the proposed 2025 plan, similar to the 2024 plan, RSUs will be granted to key employees, which may include members of the executive and senior leadership teams, and will also generally vest three years after the date of grant. Upon vesting, the holder of the RSUs will receive an equivalent number of Company shares, subject to achieving satisfactory performance against individual goals over the vesting period. The individual performance goals will be based on the performance criteria described in the Company’s Remuneration Policy, with a focus on goals that support the corporate objectives for financial performance, strategic initiatives and sustainability and HSE.

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

The executive and senior leadership teams are subject to minimum Executive Stock Ownership Guidelines based on a multiple of salary for the CEO (4X), CFO (2X) and the rest of the executive team members and all senior leadership team members (1X). An executive or senior leader has five years from the date the individual is first subject to the guidelines to meet the required level of ownership.

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

Based on the above, the Board therefore proposes that the general meeting makes the following resolution (one vote to be given for the proposed resolution in its entirety, not for each item of the proposed resolution):

- (i) *The general meeting approves the 2025 long-term incentive plan.*

- (ii) *The Company shall issue a minimum of 10,000 and a maximum of 1,900,000 free-standing warrants, however subject to the requirement that the number of issued and outstanding free-standing warrants shall in no event exceed 5 percent of the registered number of shares in the Company at the date of this resolution.*
- (iii) *Each free-standing warrant shall give the right to subscribe for 1 share at par value.*
- (iv) *The free-standing warrants may be subscribed for by employees who are granted rights under the long-term incentive plan upon the decision by the Board. Existing shareholders shall not have preferred rights to subscribe for the free-standing warrants pursuant to the Norwegian Public Limited Liability Companies Act section 11-13, cf. sections 10-4 and 10-5.*
- (v) *The free-standing warrants shall be subscribed for on a separate subscription form at the latest by 31 December 2025. The employees shall not pay for the free-standing warrants issued.*
- (vi) *The price to be paid for the shares issued on the basis of the free-standing warrants shall be the par value of the shares.*
- (vii) *The right to request the issuance of shares under the free-standing warrants follows from the long-term incentive plan, but so that no free-standing warrant can be exchanged for shares later than five years following the date of this general meeting.*
- (viii) *The holder of the free-standing warrants shall not have rights as a shareholder with regard to capital increases, capital reductions, new resolutions on the issue of warrants, dissolution, merger, demerger or reorganization, except with respect to shares that have been issued to and paid for by the free-standing warrant holder. Upon changes in the Company's share capital, such as share splits, reverse splits and other capital actions as provided for in the long-term incentive plan, the warrant terms (subscription price and number of shares to be issued upon exercise) shall be adjusted as set out in the long-term incentive plan.*
- (ix) *Shares issued on the basis of the free-standing warrants shall give right to dividends declared following the date the shares are issued.*
- (x) *As part of the long-term incentive plan, the free-standing warrants cannot be transferred. Any outstanding free-standing warrants shall be transferred back to the Company as and when the right to exercise the right to request shares in exchange for the free-standing warrants is lost pursuant to the underlying long-term incentive plan.*

16 Board authorization to acquire own shares

The general meeting has in previous years granted the Board an authorization to acquire up to 10% of the shares in the Company. The Board's current authorization expires at the annual general meeting in 2025. To ensure continued flexibility in connection with potential acquisitions or other transactions, as well as to satisfy any obligations deriving from the Company's incentive program, the Board proposes that the general meeting grants a new authorization to acquire own shares in an amount up to 10% of the nominal value of Company's share capital.

The Board therefore proposes that the general meeting makes the following resolution:

- (i) *The Board is hereby authorized to acquire, on behalf of the Company, the Company's own shares up to 10% of the nominal value of Company's share capital, which*

pursuant to the current nominal value is up to NOK 4,910,020. The limitations shall be adjusted in the event of share consolidation, share reduction, share splits, and similar transactions, and for any reduction.

- (ii) The lowest price to be paid per share shall be the par value and the highest price to be paid per share shall be the volume-weighted average price as quoted on the stock exchange for the five business days prior to the time of the acquisition plus 5%. The lowest price is equal to the current nominal value and shall be adjusted in the event of share consolidation, share splits, and similar transactions.*
- (iii) Acquisitions and sales of the Company's own shares can take place in the manner that the Board considers to be in the Company's best interest.*
- (iv) The authorization may be used once or several times. This authority shall be valid until the annual general meeting in 2026, however no longer than until 30 June 2026.*
- (v) The authorization shall replace previously granted authorizations to acquire own shares.*

17 Board authorizations to (a) issue new shares and (b) issue convertible loans

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

The current authorizations granted at an extraordinary general meeting in July 2024 expire at the 2025 annual general meeting, and the Board therefore proposes that these authorizations are renewed with the same amounts, i.e. an authorization to, in each case, increase the share capital with a nominal amount corresponding to 10% of the current share capital, i.e. up to NOK 4,910,020.

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

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

A / Share issue authorization:

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

- (i) In accordance with section 10-14 of the Norwegian Public Limited Liability Companies Act, the Board is granted the authorization to increase the Company's share capital by up to NOK 4,910,020 through one or more issuances of new shares or bonus issues. The subscription price and other subscription terms will be determined by the Board.*
- (ii) The capital increase may be paid in cash, by set-off or by other contributions in kind. The authorization includes the right to incur special obligations on behalf of the Company, cf. section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- (iii) The shareholders' preemptive rights pursuant to section 10-4 of the Norwegian Public Limited Liability Companies Act to subscribe for any new shares may be deviated from by the Board, cf. section 10-5 of the Norwegian Public Limited Liability Companies Act.*
- (iv) The authorization shall encompass share capital increases in connection with mergers, cf. section 13-5 of the Norwegian Public Limited Liability Companies Act.*

- (v) *The authorization is valid until the annual general meeting in 2026, but no later than 30 June 2026.*
- (vi) *The authorization shall replace previously granted authorizations to issue new shares.*

B / Convertible loan authorization:

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

- (i) *In accordance with section 11-8 of the Norwegian Public Limited Liability Companies Act, the Board is granted the authorization to issue loans for a total amount of up to NOK 2,250,000,000 with the right to require shares to be issued (convertible loans).*
- (ii) *The share capital may be increased by up to NOK 4,910,020, provided that the combined number of shares that are issued pursuant to this authorization and the authorization in agenda item 17A above shall not exceed 10% of the Company's current share capital.*
- (iii) *The subscription price and other subscription terms will be determined by the Board.*
- (iv) *The shareholders' preemptive rights pursuant to section 11-4 of the Norwegian Public Limited Liability Companies Act may be deviated from by the Board, cf. sections 10-4 and 10-5 of the Norwegian Public Limited Liability Companies Act.*
- (v) *The authorization is valid until the annual general meeting in 2026, but no later than 30 June 2026.*
- (vi) *The authorization shall replace previously granted authorizations to issue convertible loans.*

18 Board authorization to distribute dividends and make group contributions

The annual general meeting for 2024 authorized the Board to distribute quarterly dividends and make group contributions on the basis of the 2023 financial statements. The authorization was granted as Norwegian law provides that dividends declared in the period between approval of the financial statements for one year and approval of the next year's financial statements will, absent a shareholder approved audited interim balance sheet, be considered as additional dividends based on the financial statements for the last year approved. The Board has reviewed the Company's financial situation, including the Company's distributable reserves according to the financial statements for 2024. On this basis and in accordance with the Company's dividend policy, the Board proposes that the authorization to distribute quarterly dividend payments and make group contributions to entities within the Group (*Norwegian: konsernbidrag*) be renewed and that the general meeting passes the following resolution:

"The Company authorizes the Board to distribute quarterly dividends and make group contributions to entities within the Group (Norwegian: konsernbidrag) on the basis of the financial statements for 2024. The Board shall, when using the authorization in relation to distribution of quarterly dividends, pass its decision in accordance with the Company's approved dividend policy. The authorization shall be valid until the Company's annual general meeting in 2026, but no later than 30 June 2026."

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Attendance and registration

Shareholders who wish to attend and vote at the general meeting by proxy may send the proxy form electronically through VPS Investor Services or to DNB Bank ASA, Registrar's Department, no later than 4:00 pm (Oslo time) on 6 May 2025.

Notice of attendance must in any event be received no later than 4:00 pm (Oslo time) on 6 May 2025. Notice of attendance can be given electronically through the Company's website, www.tgs.com/investor-center or VPS Investor Services, or by providing the completed attendance form to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, NO-0021 Oslo, e-mail genf@dnb.no.

For participation in the virtual general meeting, shareholders must visit <https://dnb.lumiagm.com/169937644> where they identify by use of the reference number and the Pin Code provided by Euronext Securities Oslo (VPS).

Shareholders will be able to follow a live transmission of the meeting, see presentations, ask questions to the items on the agenda and vote directly. Please note that shareholders must be registered as attending and logged in before the commencement of the meeting in order to be entitled to vote.

The right to attend and vote at the general meeting is reserved for shareholders who are registered in the shareholders' register the fifth business day prior to the general meeting, i.e., on 30 April 2025 (record date).

Advance voting

Shareholders unable to attend the general meeting may, prior to the meeting, cast a vote on each agenda item via the Investor Center on the Company's website, www.tgs.com, or through VPS Investor Services. The pin-code and reference number from the registration form is required to do so. The deadline for advance voting is 4:00 pm Oslo time on 6 May 2025. Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn in the event of a shareholder attending the general meeting in person or by proxy.

Notice to nominee holders and shareholders with nominee accounts

A shareholder has the right to cast a vote for the number of shares that are registered to the respective shareholder with the Euronext Securities Oslo (VPS) on the fifth business day before the general meeting (i.e., 30 April 2025, the record date). Owners of shares registered with a nominee who wish to attend the general meeting, either in person or by proxy, must in accordance with Section 5-3 of the Norwegian Public Limited Liability Companies Act notify the Company in advance. According to section 1-8 of the NPLCA, as well as regulations on intermediaries covered by section 4-5 of the Norwegian Act on Central Securities Depositories and Securities Settlement etc. and related implementing regulations, notice is sent to custodians who pass it on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying notices of attendance, proxies or voting instructions.

Shareholder rights

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

Other matters

TGS ASA is a Norwegian public limited company subject to the rules of the Norwegian Public Limited Liability Companies Act. As of the date of this notice, the Company has issued 196,400,820 shares, each of which represents one vote. As of the date of this notice, the Company holds in total 175,238 treasury shares that cannot be voted over. The shares also have equal rights in all other respects.

The following documents, as well as other documents regarding the general meeting, will be available under the Investor Center of the Company's web page, www.tgs.com:

- this notice and the enclosed registration and proxy forms
- the Company's Articles of Association and proposed new Articles of Association
- the 2024 annual report and financial statements
- the Board's statement pursuant to section 6-16a of the Norwegian Public Limited Liability Companies Act
- the Board's report pursuant to section 6-16b of the Norwegian Public Limited Liability Companies Act
- global group board representation agreement
- the recommendations of the Nomination Committee

Shareholders who wish to receive copies of such documents by ordinary post, or who otherwise have questions relating to the general meeting, including regarding electronic participation, may contact the Company by email (generalmeeting@tgs.com) or through the Company's website.

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Oslo, 15 April 2025

On behalf of the Board of Directors of

TGS ASA

Christopher Geoffrey Finlayson
Chair

This notice has the following appendices, which will be attached to the notice sent to the shareholders:

- Appendix 1: Registration and proxy form
- Appendix 2: Guide for online participation



Ref no:

PIN code:

Notice of Annual General Meeting

Annual General Meeting in TGS ASA will be held on 8 May 2025, 5:00 pm (CEST) as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares registered in Euronext per Record date 30 April 2025.

The deadline for electronic registration of enrollment, advance votes, proxy of and instructions is 6 May 2025, at 4:00 pm (CEST).

Electronic registration

Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".

Step 1 – Register during the enrollment/registration period:

- Either through the company's website www.tgs.com/investor-center/ using a reference number and PIN code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at <https://investor.vps.no/garm/auth/login> or through own account manager (bank/broker). Once logged in - choose *Corporate Actions – General Meeting – ISIN*

You will see your name, **reference number**, **PIN code** and balance. At the bottom you will find these choices:

"Enroll" - There is a statutory requirement for registration. All shareholders will have the opportunity to log in to the meeting, but in order to have the right to speak and vote, you must have enrolled by the specified deadline.

"Advance vote" - If you would like to vote in advance of the meeting

"Delegate Proxy" - Give proxy to the chair of the Board of Directors or another person

"Close" - Press this if you do not wish to make any registration.

Step 2 – The general meeting day:

Online participation: Please login through <https://dnb.lumiagm.com/169937644> You must identify yourself using the **reference number and PIN code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm CET).

If you log in after the meeting has started, you will be granted access, but without the right to vote. Note that the same applies if you have not enrolled.



Ref no:

PIN code:

Form for submission by post or e-mail for shareholders who cannot register their elections electronically

The signed form can be sent as an attachment in an e-mail* to genf@dnb.no (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **6 May 2025 at 4:00 pm (CEST)** If the shareholder is a company, the signature must be in accordance with the company certificate.

*Will be unsecured unless the sender himself secure the e-mail.

_____ shares would like to be represented at the general meeting in TGS ASA as follows (mark off):

- Enroll for online participation (do not mark the items below)
- Open proxy for the Chair of Board of Directors or the person he authorizes (do not mark the items below)
- Proxy with instructions to Chair of Board of Directors or the person he authorizes (mark «For», «Against» or «Abstain» on the individual items below)
- Advance votes (mark «For», «Against» or «Abstain» on the individual items below)
- Open proxy to the following person (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

_____ (enter the proxy solicitors name in block letters)

Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm CET) for login details.

Voting shall take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the Board's and the Election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy solicitor determines the voting.

Agenda for the Annual General Meeting 8 May 2025	For	Against	Abstain
1. Opening and registration of attending shareholders	-	-	-
2. Appointment of meeting chair and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the financial statements and Board's report for 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of auditor's fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of global group board representation agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amendment of section 6 of the Articles of Association with respect to the number of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Appointment of members to the Board	-	-	-
a. Trond Brandsrud (Chairperson)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Luis Araujo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Bettina Bachmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Anne Grethe Dalane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Maurice Nessim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Emeliana Rice-Oxley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Svein Harald Øygard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of remuneration to the members of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Appointment of members to the Nomination Committee	-	-	-
a. Glen Ole Rødland (Chairperson)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Ole Jakob Hundstad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Terje Valebjørg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of remuneration to the members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Statement on corporate governance pursuant to section 2-9 of the Norwegian Accounting Act	-	-	-
13. Statement on remuneration for senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Report on remuneration for senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Approval of long-term incentive plan and resolution to issue free-standing warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Board authorization to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Board authorizations to (a) issue new shares and (b) issue convertible loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Board authorization to distribute dividends and make group contributions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place _____ Date _____ Shareholder's signature _____

GUIDE FOR ONLINE PARTICIPATION TGS ASA AGM 8 MAY 2025

TGS ASA will hold its annual general meeting on 8 May 2025 at 5:00 pm CEST 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 point out that you also can vote in advance or give a proxy before the meeting. See the notice for further details on advance voting and how to authorize a proxy. If you vote in advance or give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. 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 (**Euronext VPS**) in relation to this General Meeting.

Registration is required for shareholders who want to participate online, and shareholders **must be logged in before the general meeting starts**. Log ins after meeting has started will receive access, but with no voting rights.

Shareholders 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)

HOW TO ACCESS THE ONLINE GENERAL MEETING

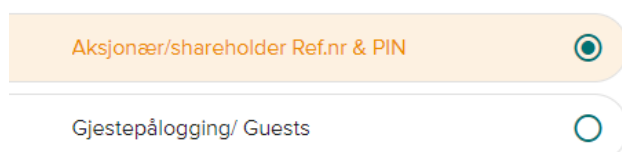
To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **169-937-644** and click **Join**:

Alternatively put direct link in your browser <https://dnb.lumiagm.com/169937644>

As the company has decided to allow for guest log ins you will be prompted to decide between



The image shows a user interface for selecting a login method. It features two radio buttons in a vertical list. The top option is 'Aksjonær/shareholder Ref.nr & PIN' with a selected radio button (indicated by a blue dot). The bottom option is 'Gjestepålogging/ Guests' with an unselected radio button (indicated by an empty circle).

If you choose Guests, you will be asked to state your name and e-mail. You will not have voting rights or the right to speak in the meeting.

If you are a shareholder, choose Shareholder Ref.nr & PIN. You must then identify yourself with.

a) Ref. number from VPS for the general meeting

b) PIN code from VPS for general meeting

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. **Note that you must have internet access throughout the meeting. If you for some reason log off, just log in again following steps above.**

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 directly registered shareholders have access to investor services either via <https://investor.vps.no/garm/auth/login> 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 registration form).

Custodian registered shareholders: Shares held through Custodians (nominee) accounts must exercise their voting rights through their custodian. Please contact your custodian for further information.

HOW TO VOTE



VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

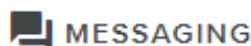
To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

NB: Logged in shareholders who have voted in advance or given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.



QUESTIONS TO THE CHAIRPERSON



MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

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

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

All shareholders who submit questions will be identified with their full names, but not holding of shares.