

CALL FOR ANNUAL GENERAL MEETING
ELECTROMAGNETIC GEOSERVICES ASA

To the shareholders of Electromagnetic Geoservices ASA:

Notice is hereby given of the 2010 Annual General Meeting of Electromagnetic Geoservices ASA (the "Company") in the Company's offices at the 7th floor of Klingenberggaten 5, 0125 Oslo to be held on

2 June, 2010 at 15:00

The Board of Directors of the Company has decided to call the Annual General Meeting to vote on the matters described below:

The Annual General Meeting will be opened by the Chairman of the Board of Directors and according to the Company's Articles of Association § 9, the Chairman shall also chair the General Meeting.

1 Election of one person to countersign the minutes

It is proposed that one person be elected among those present at the Annual General Meeting to countersign the Minutes.

2 Approval of the notice and agenda

3 Approval of the 2009 Annual Accounts and 2009 Director's Report

The 2009 Annual Accounts and 2009 Director's Report are attached hereto as Appendix 3.

The Board recommends that the Annual General Meeting passes the following resolution:

The Annual Accounts and Director's Report for 2009 are approved.

4 Statement on the fixing of salaries and other remuneration for leading personnel

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors has issued a statement with respect to the principles for remuneration for senior executives of the Company. The statement is attached hereto as Appendix 4.

Proposed resolution:

The Board statement pursuant to section 6-16a of the Norwegian Public Limited Liability Companies Act is approved.

5 Board authorization to issue new shares

At the Annual General Meeting of the Company held 3 June 2009, the Board of Directors was authorized to issue new shares. The Board of Directors proposes to substantially renew the authorization granted in 2009, but to increase the maximum amount of the authorization to reflect the Company's increased share capital. To be in compliance with the principles of corporate governance, the Board of Directors further proposes to continue to split the authorization in two, resulting in a general authorization and one authorization solely linked to the issuance of new shares in connection with the Company's share option programme.

The Board of Directors is of the opinion that the general authorization is necessary to provide flexibility in terms of potential acquisitions and other corporate transactions and settlements thereof, and therefore, is in the best interest of the Company. It is further proposed to authorize the Board of Directors to waive existing shareholders' preferential rights in order to allow the possibility for new shareholders subscribing shares.

5.1 General authorization

Based on the above, the Board recommends that the Annual General Meeting passes the following resolution:

The Board is given the authority to increase the share capital by up to NOK 14,447,532, through one or more subscriptions, equal to an issuance of up to 57,790,128 new shares each with a par value of NOK 0.25. The Board is further authorized to determine the price and terms of such offerings and subscriptions, including but not limited to, whether in the Norwegian and/or the international markets, whether private or public and whether or not underwritten.

The existing shareholders' right of first refusal to subscribe new shares may be set aside.

The new shares will entitle the holders to dividend and carry other rights in the Company from the time that the increase in share capital is registered with the Norwegian Register of Business Enterprises.

The new shares shall be ordinary shares with the same characteristics as the ordinary shares already issued by the Company.

The authorization includes a resolution to merge and to increase the share capital against contributions in assets other than cash. The authorization shall be utilized in connection with potential acquisitions

of companies or businesses within the oil and energy sector, including the oil service sector, and/or to finance general corporate purposes.

The authorization shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and shall be valid until 30 June 2011.

5.2 Authorization for exercise of options

Based on the above, the Board recommends that the Annual General Meeting passes the following resolution:

The Board is given the authority to increase the share capital by up to NOK 1,250,000 equal to an issuance of up to 5,000,000 new shares each with a par value of NOK 0.25.

The existing shareholders' right of first refusal to subscribe new shares may be set aside.

This authorization shall be utilized for fulfilling the Company's obligations towards holders of options, should such options be exercised.

The new shares will entitle the holders to dividend and carry other rights in the Company from the time that the increase in share capital is registered with the Norwegian Register of Business Enterprises.

The new shares shall be ordinary shares with the same characteristics as the ordinary shares already issued by the Company.

The authorization shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and shall be valid until 30 June 2011.

5.3 Withdrawal of existing authorisations to issue shares

In total, the above authorizations represent approximately 50 % of the Company's existing share capital. In accordance with section 10-14 (3) of the Norwegian Public Limited Liability Companies Act, any existing authorizations registered by the Norwegian Register of Business Enterprises will be considered revoked with effect from the time of registration of the authorizations to issue new shares resolved at the Annual General Meeting in 2010.

6 Authorization to acquire own shares

In last year's Annual General Meeting the Board was granted a power of attorney, authorizing the Board to acquire the Company's own shares.

The Board proposes to the Annual General Meeting that the Board is granted a new power of attorney which substantially replaces the current authorization and which will be valid for one year, authorizing the Board to acquire the Company's own shares. The purpose of any share repurchases is inter alia to allow for a more optimal capital structure for the Company. Further, treasury shares will give the Company flexibility in terms of satisfying employee share incentive plans and to fund possible acquisitions and other possible corporate transactions by the Company.

Any existing authorization registered by the Norwegian Register of Business Enterprises will be considered revoked with effect from the time of registration of the authorization resolved at the Annual General Meeting in 2010.

Proposed resolution:

The Board is authorized to acquire shares in the Company. The shares are to be acquired at market terms on a regulated market where the shares are traded, or from employees in accordance with any contractual obligations and entitlements for the Company. The shares are to be disposed of either as part of satisfying existing or future employee incentive schemes, as part of consideration payable for acquisitions made by the Company, as part of consideration for any mergers, demergers or acquisitions involving the Company, financing of general corporate purposes, by way of cancellation of the shares in part or full, or to raise funds for specific investments.

The maximum par value which can be acquired is NOK 10,000,000. The minimum amount which may be paid for each share acquired pursuant to this power of attorney is NOK 0.25, and the maximum amount is NOK 50.

The authorization shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and shall be valid for a period of one year from its effective date.

7 Board compensation and amendment of agreement with the Chairperson

7.1 Board compensation

Principles for Board compensation were resolved by an Extraordinary General Meeting in the Company held 27 November 2007. The Board proposes that compensation is paid to the shareholder elected directors in accordance with the abovementioned principles. The Board's proposal regarding compensation is attached hereto as Appendix 5.

Proposed resolution:

The Annual General Meeting approves the compensation for the shareholder elected directors, as suggested in Appendix 5 of the calling notice.

7.2 Amendment of agreement with the Chairperson

The Extraordinary General Meeting held in the Company on 27 November 2007 approved an agreement between the Company and the Chairperson of the Board, Bjarte Bruheim. The agreement contains the conditions for Mr. Bruheim's role as Chairperson.

The Board proposes that the agreement is amended so that Mr. Bruheim will have severance provisions which secures him 12 months remuneration (USD 554 000), and otherwise severance provisions in line with the severance provisions for senior management.

Proposed resolution:

The Annual General Meeting approves the proposed amendment of the agreement with the Chairperson of the Board, Bjarte Bruheim, which entails that Mr. Bruheim will have severance provisions which secures him 12 months remuneration (USD 554 000), and otherwise severance provisions in line with the severance provisions for senior management.

8 Auditor's fees for 2009

It is proposed that the Annual Auditor's fees for the Company totalling NOK 1,000,000 (approximately USD 180,000) for 2009 be approved.

Proposed resolution:

The Annual General Meeting approves the Annual Auditor's fees for 2009.

9 Amendments of the Articles of Association

9.1 Electronic participation in General Meetings

The new rule in Section 5-8a of the Public Limited Companies Act allows for electronic participation in General Meetings.

Proposed resolution:

Based on the above, the Board proposes that the following provision is included as § 9 of the Articles of Association, under the heading "Electronic participation in General Meetings":

“The Board of Directors may decide that the shareholders shall be able to participate in the General Meeting by use of electronic aid, including that they may exercise their rights as shareholders electronically.

The Board of Directors may only decide to allow electronic participation according to the previous subsection if it ensures adequate holding of the General Meeting and that systems are in place which ensure that the law’s requirements regarding General Meetings are fulfilled. The systems must ensure that participation and voting can be controlled adequately, and an adequate method for authenticating the sender must be used.”

9.2 Distribution of documents to shareholders

The new § 5-11 a of the Public Limited Companies Act allows inter alia for enclosures to the calling notice for General Meetings to be posted on the Company’s web-pages, in stead of being sent to the shareholders. The Board considers this to be a practical solution, which also will reduce the Company’s costs connected to the sending of documents to the shareholders. Shareholders who wish to receive the documents by mail may so request.

Proposed resolution:

On this basis the Board proposes that the following new provision is included as § 10 of the Articles of Association, under the heading “Distribution of documents to the shareholders”:

“When documents which concern matters that are to be dealt with in the general meeting have been made accessible for the shareholders on the Company’s web-pages, the law’s requirement that the documents shall be sent to the shareholders does not apply. This also applies to documents which according to law shall be included in or enclosed to the calling notice for the general meeting. A shareholder can however demand that documents which concern matters that are to be dealt with in the general meeting are sent to him. The Company cannot claim any compensation for sending the documents to the shareholders.

The calling notice for the general meeting shall inform of the address of the web-page and other information that the shareholders need to gain access to the documents on the Company’s web-pages, in addition to information of where the shareholders can inquire to have the documents sent to them.”

9.3 Deadline for calling notice

The new § 5-11 b no. 1 of the Public Limited Companies Act states that the deadline for the calling notice of General Meetings in listed companies is 21 days, but that the General Meeting may decide to have two weeks notice period for Extraordinary General Meetings, provided that the shareholders are allowed electronic participation, ref. item 9.1 above. The Company's Articles of Association § 8 (1) states that notice shall be given at least two weeks before the general meeting. The Board proposes to amend § 8 (1) to bring it in line with the Public Limited Companies Act.

Proposed resolution:

On this basis the Board proposes that § 8 (1) of the Articles of Association be changed from:

“Notice of General Meeting shall be given at least 2 weeks before the meeting.”

to

“Notice of General Meeting shall be given at least 21 days before the meeting. Provided that the shareholders may participate in General Meetings electronically, ref. § 9, the General Meeting may, with the majority required to amend the Articles of Association and with effect until the next Annual General Meeting, decide that the calling notice for Extraordinary General Meetings shall be sent at least two weeks before the date of the meeting.”

The proposed new Articles of Association are attached hereto as Appendix 6.

10 Resolution for two weeks calling notice

The Board proposes that the General Meeting makes the following resolution for two weeks calling notice for Extraordinary General Meetings, ref. item 9.3 above.

Proposed resolution:

Up to the next Annual General Meeting, the Company can call for Extraordinary General Meetings with two weeks notice.

11 Election of new Directors of the Board

Christopher Wright is resigning from the Board.

The Board will send a stock exchange notice with the names of the proposed appointed Directors prior to the Annual General Meeting, or at the latest present such proposal at the Annual General Meeting.

12 Option scheme

The Company operates a share option scheme for management and staff to provide a long term incentive. The number of awarded outstanding options in EMGS per 31 December 2009 was 6,443,200. The options have been awarded to employees and directors in several tranches from 2 July 2004. The option strike price varies from NOK 4.28 (473,000 vested shares) to NOK 90 (6,000 vested shares) and the weighted average exercise price for the vested options is NOK 21.80 per share.

There are, as of 1 April 2010, in total 6,587,200 outstanding options. Of these, 3,878,400 have a strike price of NOK 20 and above. The Board proposes that the Annual General Meeting approves an arrangement which entitles persons who as at 30 April 2010 hold not vested options with a strike price above NOK 20 (the "Entitled Option Holders") to return these options (maximum 2,052,200 options) in exchange for a re-pricing of the strike price of the vested options held by the Entitled Option Holders to equal the market price of the shares in the Company as at 30 April 2010 (the "Re-priced Options"). Such re-pricing shall be limited to maximum 1,826,200 options. The Re-priced Options shall vest on 1 January 2011. New option agreements to reflect the above will be entered into with the Entitled Option Holders, but subject to the approval from the Annual General Meeting of the main principles proposed by the Board in this item 12.

The Board further proposes that the Annual General Meeting approves the issue of 2,500,000 additional options by the Board of Directors, with a strike price equalling the market price of the shares in the Company as at 30 April 2010. These new options shall have a vesting period of 4 years in accordance with the terms and conditions of the standard option agreement of the Company. New option agreements to reflect the above will be entered into, but subject to the approval from the Annual General Meeting of the main principles proposed by the Board in this item 12.

Further, the Board proposes that the Annual General Meeting approves and authorizes the Board to issue up to 7.5% (calculated based on the total number of outstanding shares in the Company) new options under the Employee Option Program. It is proposed that when options are cancelled (i.e. because an employee leaves the Company), such options

shall be considered cancelled also in relation to the number of options the Board of Directors is authorized to issue, thereby allowing the Board of Directors to re-issue such options.

It is also proposed that the Board of Directors is given authorization to negotiate and execute agreements and to take any required action in order to carry out the arrangement described above.

Proposed resolution:

The Annual General Meeting approves the option arrangement proposed by the Board, which entails inter alia that Entitled Option Holders may return not vested options with a strike price above NOK 20 (maximum 2,052,200 options) in exchange for a re-pricing of the strike price of the vested options held by the Entitled Option Holders to equal the market price of the shares in the Company as at 30 April 2010. Such re-pricing is limited to maximum 1,826,200 options. The Re-priced Options shall vest on 1 January 2011.

In addition to the above mentioned arrangement, the Annual General Meeting hereby approves the issue of 2,500,000 new options by the Board of Directors, with a strike price equalling the market price of the shares in the Company as at 30 April 2010. These new options shall have a vesting period of 4 years in accordance with the terms and conditions of the standard option agreement of the Company.

The Annual General Meeting hereby approves and authorizes the Board of Directors to issue options under the Employee Option Program for up to 7.5% of all outstanding shares, or 9,418,520 shares in total. When options are cancelled (i.e. because an employee leaves the Company), such options shall be considered cancelled also in relation to the number of options the Board of Directors is authorized to issue, thereby allowing the Board of Directors to re-issue such options.

To the extent it is necessary to enter into any further agreements with management and/or employees of the Company or to take any other required action to carry out the above mentioned arrangement, the Board is authorized to negotiate and execute any such agreements and to take such other required action.

At the date of this calling notice, there are 125,580,261 shares outstanding in the Company. As of the date of this calling notice, the Company does not own any treasury shares.

All shareholders are entitled to have the Annual General Meeting vote on an issue, if such issue is raised by a shareholder in writing to the Board within 7 days before the

deadline for the calling notice, or if the calling notice has already been distributed, in time to be included in a new notice that can be distributed no later than 21 days before the meeting.

At the Company's Annual General Meeting, each share has one vote. A shareholder with shares registered through an approved share manager or custodian pursuant to section 4-10 of the Norwegian Public Limited Companies Act has voting rights equivalent to the number of shares covered by the share management assignment/custodian arrangement provided that the shareholder within two business days before the Annual General Meeting provides the Company with his name and address and presents confirmation from the share manager that the shareholder is the beneficial owner of the shares that are being managed or held in custody, and provided further that the Board does not disapprove such beneficial ownership after receipt of such notification.

Shareholders who wish to take part in the Annual General Meeting must not later than two business days before the Annual General Meeting, i.e. 31 May 2010 by 09:00 (Norwegian time) either (i) register by internet at the website: <https://investor.vps.no/vit/servlet/no.vps.investorclient.gm.servlets> and the pin code included in the cover letter; (ii) give notice to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 – Sentrum, 0107 Oslo, Norway or (iii) give written notice to Nordea Bank Norge ASA by fax at + 47 22 48 63 49. A registration form is attached hereto as Appendix 1.

A power of attorney for the shareholders who wish to grant the chairman of the Board a proxy to represent their shares at the Annual General Meeting is attached hereto as Appendix 2.

Oslo, 26 April 2010



Bjarte H. Bruheim
Chairperson

Attachments:

Appendix 1: *Registration form*

Appendix 2: *Form of Power of attorney*

Appendix 3: *2009 Annual Account and 2009 Director's Report*

Appendix 4: *Declaration on determination of salaries for 2010*

Appendix 5: *Proposal regarding the Board's compensation*

Appendix 6: *Proposed new Articles of Association*

APPENDIX 1

REGISTRATION FOR THE ANNUAL GENERAL MEETING IN ELECTROMAGNETIC GEOSERVICES ASA ON 2 JUNE 2010 AT THE 7th FLOOR OF KLINGENBERGGATEN 5, 0125 OSLO

Notification of your intention to attend the Annual General Meeting on 2 June 2010 shall be given on this registration form. The form must be received by Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 – Sentrum, 0107 Oslo, Norway not later than two business days before the Annual General Meeting, i.e. 31 May 2010 by 09:00 (Norwegian time). Notice can also be given to Nordea Bank Norge ASA by fax at + 47 22 48 63 49 or by registration by internet at the website: <https://investor.vps.no/gm/logOn.htm?token=b1255fba306f24c07c0ff6ae269110ab6> and the pin code and reference number which has been sent separately to shareholders.

The undersigned will attend the Annual General Meeting of Electromagnetic Geoservices ASA on 2 June 2010 and (tic as appropriate):

Vote my/our _____ (please specify the number) shares

Vote _____ (please specify the number) shares in accordance with the enclosed power(s) of attorney

Shareholder's name and address:

(in capital letters)

Date

Place

Shareholder's signature

APPENDIX 2

POWER OF ATTORNEY FOR ANNUAL GENERAL MEETING IN ELECTROMAGNETIC GEOSERVICES ASA ON 2 JUNE 2010 AT THE 7th FLOOR OF KLINGENBERGGATEN 5, 0125 OSLO

If you are prevented from attending the Annual General Meeting on 2 June 2010, you may assign a power of attorney. In such event, you may use this power of attorney form. The form must be received by Electromagnetic Geoservices ASA by 31 May 2010 at 09.00 Norwegian time:

Electromagnetic Geoservices ASA
att.: Anette Mellbye, Chief Legal Counsel
Klingenberg gt. 5, 6th Floor
0125 Oslo, Norway
E-mail: amellbye@emgs.com

The undersigned shareholder in Electromagnetic Geoservices ASA hereby assigns (tic as appropriate):

Chairman of the Board Bjarte Bruheim or a person designated by him

_____ Name of proxy (in capital letters)

power of attorney to attend the AGM and vote my/our _____ (fill in number) shares at the Annual General Meeting of Electromagnetic Geoservices ASA on 2 June 2010. Where the power of attorney is submitted without naming a proxy, the power of attorney will be considered assigned to the Chairman of the Board or a person designated by him.

Voting shall take place in accordance with the instructions below. Please note that in the event a power of attorney is submitted without crossing off any of the boxes, your vote will be considered cast "in favour" of the motions in the notice, yet so that the proxyholder decides how to vote to the extent that other motions are made in addition to or instead of the motions in the notice.

Item:	In favor	Against	Abstention
1. Election of a person to countersign the minutes of meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of 2009 Annual Accounts and Directors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Statement on the fixing of salaries and other remuneration for leading personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Board authorization to issue shares			
5.1 General authorization	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Authorization for exercise of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3 Withdrawal of existing authorization to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorization to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. Board compensation and amendment of agreement with the chairperson			
7.1 Board compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 Amendment of agreement with chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Auditor's fees for 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Amendments of the Articles of Association:			
9.1 Electronic participation in General Meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2 Distribution of documents to shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.3 Deadline for calling notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Resolution for two weeks calling notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of new Directors of the Board in accordance with the board's final proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Option Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder's name and address (in capital letters):

Date

Place

Shareholder's signature

ELECTROMAGNETIC GEOSERVICES ASA

DECLARATION ON DETERMINATION OF SALARY AND OTHER COMPENSATION TO CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE MANAGEMENT

The Board of Directors of Electromagnetic Geoservices ASA (“EMGS” or the “Company”) has prepared this declaration in accordance with the Norwegian Public Limited Liability Companies Act section 6-16a. This declaration shall be presented to the Annual General Meeting of EMGS to be held on 2 June 2010 in accordance with the Norwegian Public Limited Liability Companies Act section 5-6 subsection three.

1 Guidelines for determination of management remuneration for the financial year 2010

1.1 Main principles for determination of management remuneration for the financial year 2010

The goal of the Company’s policy on salary and compensation (“Remuneration”) for executive management (“management”) is to recruit and retain world-class, skilled leaders who have the capacity to develop, manage and lead EMGS. The Remuneration shall consist of non-variable compensation (“Basic Salary”) and variable forms of compensation such as bonuses, stock options and special payments (“Additional Compensation”).

The Basic Salary will be competitive but not leading and will be set based on the manager’s skills, competence, capacity and level of responsibility in the organization. When determining the Basic Salary competitor data for companies that operate within the same businesses area as EMGS and in the country in which the manager resides will be taken into consideration.

The main element of the management Remuneration shall be the Basic Salary. The Basic Salary should be motivational and aimed to encourage management to strive for constant improvement and development of the Company’s operations and results.

Additional Compensation should be available to motivate managers' efforts on behalf of the Company. The bonus will be linked both to the performance of the Company and the manager and will be linked to certain percentage of the Basic Salary. A part of the total remuneration may also be in the form of shares and options in the company. In 2010 and until the Annual General Meeting to be held in 2011, the Board is authorized to issue options under the Employee Option Program (not only management) for up to 7.5% of all outstanding shares, or 9,418,520 shares in total.

The Additional Compensation shall provide incentives for additional efforts, the criteria must also be linked to factors which the individual manager is able to influence. EMGS aspires to have a Remuneration system based on teamwork and which encourages efforts that brings results beyond the individual manager's sphere of responsibility.

The Remuneration system will be simple and comprehensible and easy to administrate.

To achieve the stated goal of attracting and retaining top talent, the Remuneration system will be sufficiently flexible and allow for certain special solutions if required in particular circumstances. EMGS is involved in international businesses and it is important the company attracts skilled managers resident in other countries than Norway. The Remuneration system will allow for special solutions to attract and retain such managers if considered to be in the best interest of the Company.

1.2 Determination of Remuneration

Basic Salary and Additional Compensation

The management of the Company will receive a Basic Salary and may in addition be granted Additional Compensation. The Basic Salary is the main element of a manager's Remuneration.

Total Remuneration is the aggregate of a manager's Basic Salary and Additional Compensation. This level is to be competitive and motivational, but not leading.

In the following the Board of Directors has commented on the individual benefits that are embraced by the Additional Compensation in more detail. Unless specifically mentioned, no special terms, conditions or allocation criteria apply to the benefits mentioned.

Additional Compensation

a) Benefits in kind

Managers will ordinarily be offered the benefits in kind that are common for comparable positions, e.g. free telephone service, home PC, free broadband service, newspapers, company car/car scheme and parking. No particular limitations apply on the type of benefits in kind that can be agreed.

b) The bonus scheme

The company has a bonus scheme for managers, which has been established by the Board of Directors. The current bonus scheme was adopted by the Board of Directors in 2009 and is reviewed annually. The Board of Directors intends to continue the scheme through 2010 and until the Annual General Meeting for 2010 in 2011, although adjustments may be made.

In the current bonus system the variable benefits according to the system is limited to a maximum of 40% of annual Basic Salary for the CEO and the other managers. The bonus is tied to the financial performance, events in the Company and other factors which the individual manager is able to influence. The level of bonus is tied to the achievement of agreed goals for the individual manager.

c) Shares, subscription rights, options and other remuneration related to shares or share price trends

The Company operates a share option scheme for management and staff to provide a long term incentive. The number of awarded outstanding options in EMGS per 31 December 2009 was 6,443,200. The options have been awarded to employees and directors in several tranches from 2 July 2004. The option strike price varies from NOK 4.28 (473,000 vested shares) to NOK 90 (6,000 vested shares) and the weighted average exercise price for the vested options is NOK 21.80 per share.

The awarded options are vested proportionally during the respective agreed periods. The vested options may be exercised in whole or in part at will within a period of 7 years from the date on which the option is granted. Options not exercised at the end of this period are annulled. The number of vested, but not exercised, options in EMGS per 31 December 2009 was 2,902,200.

For new grants, the minimum exercise price will be set at fair market value at the date of grant. Any new options granted may be exercised after a certain time, subject to the recipient still being in the Company's employment. Grants to Management will be at the discretion of the Board. In 2010 and until the Annual General Meeting to be held in 2011, the Board is authorized to issue options under the Employee Option Program (not only management) for up to 7.5% of all outstanding shares, or 9,418,520 shares in total. The principles of the option program are the same in 2010 as they were in 2009. The option period is 4 years. When

options are cancelled (i.e. because an employee leaves the Company), such options shall be considered cancelled also in relation to the number of options the Board of Directors is authorized to issue, thereby allowing the Board of Directors to re-issue such options.

The Board has proposed a separate item on the agenda for the Annual General Meeting to be held on 2 June 2010 regarding redelivery and re-pricing of certain options and issue of new options, ref. item 12 of the calling notice.

d) Pension plans

Early retirement agreements have not been entered into. However, the company may sign early retirement agreements in the future.

Management personnel will normally belong to the company's collective pension plan which will provide pensions that are proportional to final salary levels.

e) Severance schemes

The CEO has a Severance Agreement which pays 18 months salary and benefits during the notice period if his/her employment is terminated. Other managers have Severance Agreements which cover the payment of 12 months salary and benefits during the notice period if his/her employment is terminated.

The severance scheme is structured to ensure that members of the executive management do not leave the Company in order to start working immediately for a competitor.

The company's CEO should ordinarily have an agreement that takes into account the company's possible need to ask the CEO to leave immediately if this is considered to be in the company's best interest. Consequently, the severance scheme must be sufficiently attractive for the CEO to accept an agreement involving a reduction in protection against dismissal.

Agreements may be signed regarding severance pay for other members of corporate management to attend to the company's needs at all times to ensure that the selection of managers is in commensuration with the company's needs. Pursuant to the Working Environment Act, such agreements may not have a binding effect on executives other than the CEO.

Efforts shall be made to devise severance schemes that are acceptable both internally and externally. In addition to salary and other benefits during the term of notice, such schemes will limit severance pay to 12 months.

f) Other benefits

It may be used other variable elements in the remuneration or awarded other special benefits than those mentioned above, provided this is considered expedient for attracting and/or retaining a manager. No special limitations have been placed on the type of benefits in kind that can be agreed.

2 Executive management wages in subsidiaries of EMGS

Other companies in the Group are to follow the main principles of the Group's managerial salary policy as described in section 1. It is a goal to coordinate wage policy and the schemes used for variable benefits throughout the Group.


3 Review of the executive management remuneration policy that has been carried out in the financial year 2009

The policies set out in the declaration on executive management salaries and remuneration that was presented to the Annual General Meeting in 2009 were followed in all respects for the year 2009.

4 Review of the effects for the Company and its shareholders of agreements on Remuneration entered into or amended in the financial year 2009

The Company entered into an agreement with the Chairman, Bjarte Bruheim which was approved by the Extraordinary General Assembly on 27 November 2007. This agreement is deemed to have been beneficial for the Company. The agreement with the Executive Chairman has not been amended in 2009, but is proposed amended on the Annual General Meeting in 2010, ref. item 7.2 of the calling notice.

Oslo 26 April 2010



Bjarte Bruheim
for and on behalf of the Board of Directors of EMGS

APPENDIX 5

PROPOSAL REGARDING BOARD COMPENSATION

Reference is made to item 7 to the calling notice dated 26 April 2010. The Board of Directors (the "Board") of Electromagnetic Geoservices ASA (the "Company") proposes that the Annual General Meeting of the Company approves the following compensation for the Board directors:

Bjarte Bruheim	USD 554 000
Jeffrey Harris	USD 0
Christopher Wright	USD 40 000
Berit Svendsen	USD 40 000
Grete Høiland	USD 30 000

The employee representatives are not entitled to any compensation for their services as directors.

26 April 2010



Bjarte Bruheim
Chairman

APPENDIX 6

VEDTEKTER FOR ELECTROMAGNETIC GEOSERVICES ASA

(Sist endret den 2. juni 2010)

§ 1 Navn

Selskapets foretaksnavn er Electromagnetic Geoservices ASA. Selskapet er et allmennaksjeselskap.

§ 2 Forretningskontor

Selskapets forretningskontor er i Trondheim kommune.

§ 3 Virksomhet

Selskapets virksomhet er selv eller gjennom eierinteresser i andre selskaper å drive virksomhet med eller prosjektering av hydrokarbon forekomster i forbindelse med utforskning, utbygging og produksjon av hydrokarboner.

§ 4 Aksjekapital

Aksjekapitalen er NOK 31.395.065,25 fordelt på 125.580.261 aksjer, hver pålydende NOK 0,25. Aksjene skal registreres i Verdipapirsentralen (VPS).

§ 5 Styre

Selskapets styre skal ha fra 5 til 10 medlemmer.

Styret er beslutningsdyktig når mer enn halvparten av styrets medlemmer er tilstede eller deltar. Styrets beslutninger fattes ved simpelt flertall, med mindre noe annet er påkrevd etter lov om allmennaksjeselskaper (allmennaksjeloven). Ved likt antall stemmer avgjør styreleders dobbeltstemme.

§ 6 Signatur

Selskapets signatur tegnes av to styremedlemmer i fellesskap, eller daglig leder og ett styremedlem i fellesskap. Styret kan meddele prokura.

§ 7 Generalforsamling

På den ordinære generalforsamling skal følgende behandles og avgjøres:

- Godkjenning av årsregnskapet og årsberetningen, herunder utdeling av utbytte.
- Andre saker som etter lov eller vedtekter hører under generalforsamlingen.
- Valg av styret.

Generalforsamling kan etter styrets beslutning avholdes i Trondheim eller Oslo.

§ 8 Innkalling og stemmerett

Innkallingen til generalforsamlingen skal være sendt 21 dager før møtet skal holdes. Forutsatt at aksjonærer kan delta på generalforsamlingen elektronisk, jf. § 9, kan generalforsamlingen med flertall som for vedtektsendring og med virkning frem til den neste ordinære generalforsamlingen beslutte at innkalling til ekstraordinær generalforsamling skal være sendt senest to uker før møtet skal holdes.

Aksjeeiere som ønsker å delta i generalforsamlingen må melde fra til selskapet innen den frist som angis i innkallingen og som minst må være to virkedager forut for generalforsamlingen.

I selskapets generalforsamling har hver aksje én stemme. En aksjeeier som har aksjer registrert gjennom en godkjent forvalter etter allmennaksjeloven § 4-10 er stemmeberettiget for det antall aksjer forvalteroppdraget omfatter dersom aksjeeieren innen to virkedager før generalforsamlingen overfor selskapet oppgir navn og adresse og fremlegger bekreftelse fra forvalteren om at aksjeeieren er den reelle eier av de forvaltede aksjer.

§ 9 Elektronisk deltagelse på generalforsamling

Styret kan beslutte at aksjeeierne skal kunne delta på generalforsamlingen ved bruk av elektroniske hjelpemidler, herunder at de kan utøve sine rettigheter som aksjeeiere elektronisk.

Styret kan bare treffe beslutning om adgang til elektronisk deltagelse på generalforsamlingen etter første ledd dersom det sørger for forsvarlig avholdelse av generalforsamlingen og at det foreligger systemer som sikrer at lovens krav til generalforsamling er oppfylt. Systemene må sikre at deltagelsen og stemmegivningen kan kontrolleres på en betryggende måte, og det må benyttes en betryggende metode for å autentisere avsenderen.

§ 10 Utsendelse av dokumenter til aksjonærene

Når dokumenter som gjelder saker som skal behandles på generalforsamlingen er gjort tilgjengelige for aksjeeierne på selskapets nettsider, gjelder ikke lovens krav om at dokumentene skal sendes til aksjeeierne. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen. En aksjeeier kan likevel kreve å

få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen. Selskapet kan ikke kreve noen form for godtgjøring for å sende dokumentene til aksjeeierne.

Innkallingen til generalforsamling skal opplyse om internetadressen og annen informasjon aksjeeierne må ha for å få tilgang til dokumentene på selskapets nettsider, samt informasjon om hvor aksjeeierne kan henvende seg for å få tilsendt dokumentene

§ 11 Valg av styreleder og møteleder for generalforsamlinger

Generalforsamlingen velger styrets leder.

Generalforsamlingen ledes av styrets leder.

§ 12

For øvrig skal den til enhver tid gjeldende lovgivning om allmennaksjeselskaper komme til anvendelse.

**ARTICLES OF ASSOCIATION
FOR
ELECTROMAGNETIC GEOSERVICES ASA**

(Last amended 2 June 2010)

§ 1 The name of the Company

The name of the Company is Electromagnetic Geoservices ASA. The Company is a public limited liability company.

§ 2 Registered office

The registered office of the Company shall be in the municipality of Trondheim.

§ 3 The Company's activity

The Company's activity is to engage, by itself or through proprietary interests in other companies, in the prospecting for hydrocarbon deposits in connection with the exploration, development and production of hydrocarbons.

§ 4 Share capital

The Company's share capital is NOK 31,395,065.25 divided into 125,580,261 shares, each with a par value of NOK 0.25. The shares shall be registered with the Norwegian Central Securities Depository (VPS).

§ 5 Board of directors

The Board of Directors shall have 5 to 10 members.

The Board will form a quorum when more than half of the members are present or participate. The Board's resolutions shall be adopted by simple majority, unless otherwise required under the Public Limited Liability Companies Act (Allmennaksjeloven). In the event of a tie vote, the Chairperson shall have the casting vote.

§ 6 Signatory rights

The signatory rights of the Company are held by two members of the Board jointly, or by the General Manager and one member of the Board jointly. The Board of Directors may grant power of procuration.

§ 7 The General Meeting

The Ordinary General Meeting shall transact and decide the following business:

- Approval of the Annual Accounts and Annual Report, including the distribution of dividend.
- Any other business to be transacted at the General Meeting by law or according to the Articles of Association.
- Appointment of the Board of Directors.

Based on the decision of the Board of Directors, the General Meeting may be held in Trondheim or Oslo.

§ 8 Notice and voting rights

Notice of General Meeting shall be given at least 21 days before the meeting. Provided that the shareholders may participate in General Meetings electronically, ref. § 9, the General Meeting may, with the majority required to amend the Articles of Association and with effect until the next Annual General Meeting, decide that the calling notice for Extraordinary General Meetings shall be sent at least two weeks before the date of the meeting.

Shareholders who wish to take part in the General Meeting must give notice to the Company by the date stated in the notice of meeting, which date must be at least two business days before the General Meeting.

Each share carries one vote in the Company's General Meeting. A shareholder with shares registered through an approved share manager pursuant to section 4-10 of the Norwegian Public Limited Companies Act has voting rights equivalent to the number of shares covered by the share management assignment provided that the shareholder within two business days before the General Meeting provides the Company with his name and address and presents confirmation from the share manager that the shareholder is the beneficial owner of the shares that are being managed.

§ 9 Electronic participation in General Meetings

The Board of Directors may decide that the shareholders shall be able to participate in the General Meeting by use of electronic aid, including that they may exercise their rights as shareholders electronically.

The Board of Directors may only decide to allow electronic participation according to the previous subsection if it ensures adequate holding of the General Meeting and that systems are in place which ensure that the law's requirements regarding General Meetings are fulfilled. The systems must ensure that participation and voting can be controlled adequately, and an adequate method for authenticating the sender must be used.

§ 10 Distribution of documents to the shareholders

When documents which concern matters that are to be dealt with in the general meeting have been made accessible for the shareholders on the Company's web-pages, the law's

requirement that the documents shall be sent to the shareholders does not apply. This also applies to documents which according to law shall be included in or enclosed to the calling notice for the general meeting. A shareholder can however demand that documents which concern matters that are to be dealt with in the general meeting are sent to him. The Company cannot claim any compensation for sending the documents to the shareholders.

The calling notice for the general meeting shall inform of the address of the web-page and other information that the shareholders need to gain access to the documents on the Company's web-pages, in addition to information of where the shareholders can inquire to have the documents sent to them.

§ 11 Election of chairperson and person to chair general meetings

The General Meeting elects the Chairperson of the Board of Directors.

The General Meeting shall be chaired by the Chairperson of the Board of Directors.

The General Meeting elects the Chairperson of the Board of Directors.

§ 12

For any other matters, the legislation for Public Limited Liability Companies, in force at any time, shall apply.
