CALL FOR ANNUAL GENERAL MEETING ELECTROMAGNETIC GEOSERVICES ASA

To the shareholders of Electromagnetic Geoservices ASA:

Notice is hereby given of the 2012 Annual General Meeting of Electromagnetic Geoservices ASA (the "Company") in the Company's offices on the 7th floor of Klingenberggaten 5, 0125 Oslo to be held on

13 June 2012 at 15:00

As permitted by section 10 of the Company's Articles of Association, the EMGS annual report for 2011, which includes the 2011 annual accounts, 2011 directors' report and determination of salary statement, is available on the Company's website www.emgs.com/investors and is therefore not distributed to the shareholders with the calling notice. Shareholders who would like to receive a copy of the EMGS annual report for 2011 may request this by contacting the Company on telephone +47 73 56 88 10 or by email to switchboard@emgs.com.

The Annual General Meeting will be opened by the Chairman of the Board of Directors and according to the Company's Articles of Association section 11, the Chairman shall also chair the General Meeting.

Agenda:

- 1 Election of one person to co-sign the minutes
- 2 Approval of the notice and agenda
- 3 Approval of the 2011 annual accounts and 2011 directors' report

The EMGS annual report for 2011, which includes the 2011 annual accounts and 2011 directors' report can be downloaded from our website, or may be obtained by contacting the Company, as set out above.

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

The annual accounts and directors' report for 2011 are approved.

4 Statement on the determination 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 included in the EMGS annual report for 2011, which can be downloaded from our website, or may be obtained by contacting the Company, as set out above.

Proposed resolution:

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

5 Corporate governance statement

In accordance with section 3-3b of the Norwegian Accounting Act, the Board has prepared a statement regarding corporate governance in the Company. The statement is included in the EMGS annual report for 2011, which can be downloaded from our website, or may be obtained by contacting the Company, as set out above.

It follows from section 5-6 (4) of the Norwegian Public Limited Liability Companies Act that the corporate governance statement shall be dealt with, but is not subject to the approval of, the Annual General Meeting. The corporate governance statement will therefore be presented at the Annual General Meeting as a non-voting item.

6 Board authorization to issue new shares

At the Annual General Meeting of the Company held 22 June 2011, the Board of Directors was granted two power of attorneys to issue a total of 94,039,344 new shares. The Board of Directors proposes to renew the power of attorneys granted in 2011, but with a reduced maximum amount for the general power of attorney (as described below), so that the total number of shares the board is permitted to issue under the two power of attorneys will be 27,338,605, representing a lower percentage of the Company's share capital than the power of attorneys granted in 2011.

In compliance with the principles of corporate governance, the Board of Directors further proposes to continue the policy of having two separate power of attorneys:

a) A general power of attorney which i.a. can be used in relation to potential transactions; and

b) a power of attorney solely linked to the issuance of new shares in connection with the Company's share option program.

The Board of Directors is of the opinion that the general power of attorney 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.

The two power of attorneys proposed by the Board will permit an increase of the Company's share capital equal to aggregate maximum of approximately 14 % of the Company's current share capital of NOK 49,596,513.75. 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 2012.

6.1 Board power of attorney – transactions and general corporate purposes

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

The Board is given power of attorney to increase the share capital by up to NOK 4,959,651.25, through one or more subscriptions, equal to an issuance of up to 19,838,605 new shares each with a par value of NOK 0.25. The Board is 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 issued by use of the power of attorney 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 equal to the ordinary shares already issued by the Company.

The power of attorney includes resolution to merge and to increase the share capital against contributions in assets other than cash. The power of attorney 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 power of attorney shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and shall be valid until 30. June 2013.

6.2 Board power of attorney – option incentive schemes

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

The Board is granted power of attorney to increase the share capital by up to NOK 1,875,000, through one or more subscriptions, equal to an issuance of up to 7,500,000 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 power of attorney shall only 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 equal to 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 2013.

7 Board power of attorney to acquire own shares

In the 2011 Annual General Meeting, the Board was granted a power of attorney 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 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.

The existing authorization registered in 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 2012.

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 of 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.

The Board's use of the power of attorney to aquire shares in the Company will at all times be subject to the mandatory limitations on the number of shares the Company can own at any time, as set out in the Norwegian Public Limited Liability Companies Act.

8 Board compensation for 2011

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 3.

Proposed resolution:

The Annual General Meeting approves the proposed compensation for the shareholder elected directors, as set out in Appendix 3.

9 New principles for Board compensation

Principles for board compensation were resolved by an Extraordinary General Meeting in the Company held 27 November 2007. In order to adjust the remuneration to reflect market development for such remuneration since 2007, it is proposed to increase the remuneration as set out below.

The remuneration to the Chairman of the Board is regulated by an agreement which was approved by the Extraordinary General Meeting in the Company on 27 November 2007. It is not proposed to make changes to this agreement, and the Chairman shall thus continue to be remunerated in accordance with the terms of this agreement.

Proposed resolution:

For the Chairman of the Board, the Annual General Meeting pursuant to section 6-10 of the Norwegian Public Limited Companies Act approves payment of a fixed monthly remuneration of USD 46,166 (which equals an annual remuneration of USD 554,000), which shall apply until the Annual General Meeting in 2013.

For the shareholder elected directors (other than the Chairman of the Board), the Annual General Meeting pursuant to section 6-10 of the Norwegian Public Limited Companies Act approves payment of a fixed quarterly remuneration as set out below, which shall apply from 1 January 2012, or the date of election of the director in question if later, and until the Annual General Meeting in 2013, or the date of resignation from the Board of the director in question, if prior to the Annual General Meeting in 2013:

- Shareholder elected directors (other than the Chairman of the Board): USD 8,750 per quarter (which equals an annual remuneration of USD 35,000).
- Additional compensation to shareholder elected directors who are members of the Audit Committee (not applicable to the Chairman of the Board): USD 2,500 per quarter (which equals an annual remuneration of USD 10,000). The compensation for the Chairman of the Audit Committee shall be USD 3,125 per quarter (which equals an annual remuneration of USD 12,500).
- Additional compensation to shareholder elected directors who are members of the Remuneration Committee (not applicable to the Chairman of the Board): USD 2,500 per quarter (which equals an annual remuneration of USD 10,000). The compensation for the Chairman of the Remuneration Committee shall be USD 3,125 per quarter (which equals an annual remuneration of USD 12,500).

The employee elected directors do not receive any compensation for their services as board members in addition to their ordinary remuneration as employees.

10 Approval of option grant to Bjarte Bruheim

In connection with the grant of options to employees in the Company as resolved by the Board on 14 February 2012 and notified to Oslo Stock Exchange on 15 February 2012, the Board proposes that the Annual General Meeting shall approve a grant of 250,000 options to Bjarte Bruheim. The grant is based on the fact that Bjarte Bruheim performs services for the Company beyond the work directly related to his role as Chairman of the Board.

The options are granted in accordance with the terms of the existing option program. The options can be exercised at a strike price of NOK 19.30, which was the closing price of the EMGS share on 14 February 2012. In accordance with the existing option program, the options will be vested with 20 per cent each year for a period of five years, starting on the day the options were granted.

Proposed resolution:

The Annual General Meeting approves the grant of 250,000 options to Bjarte Bruheim in accordance with the proposal from the Board.

11 Auditor's fees for 2011

It is proposed that the annual auditor's fees for the Company totalling NOK 1,242,000 (approximately USD 214,000) for 2011 be approved.

The Annual General Meeting approves the annual auditor's fees for 2011.

12 Resolution for two weeks calling notice

The Board proposes that the Annual General Meeting makes the following resolution for two weeks calling notice for Extraordinary General Meetings, ref. section 8 of the Articles of Association.

Proposed resolution:

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

the shareholders can participate in the Extraordinary General Meeting electronically.

13 Election of a new director

Grethe Høiland has notified the Board that she wishes to resign due to increased workload connected to other tasks. The Board will prior to the Annual General Meeting send a stock exchange notice with the name of a proposed appointed director to replace Grethe Høiland on the Board, or at the latest present such proposal at the Annual General Meeting.

14 Establishment of a Nomination Committee

The Norwegian Code of Practice for Corporate Governance (available on www.nues.no) recommends that listed companies has a Nomination Committee. It is also recommended that the Nomination Committee shall have basis in the Articles of Association and that the General Meeting shall determine guidelines for the Nomination Committee.

On account of the size of the Company and its ownership structure, a Nomination Committee has not been previously established in EMGS. Based on the changes in the Company's ownership structure, it is proposed that the Annual General Meeting in 2012 shall decide to establish such a Committee.

In accordance with the above, the resolution below is proposed regarding establishment of Nomination Committee and to amend the Articles of Association to include such requirement. Resolutions regarding approval of guidelines for the Nomination Committee and election of Committee members are proposed in item 15 and 16 respectively.

Proposed resolution:

The Company shall have a Nomination Committee.

The following new provision shall be included as a new section 12 in the Articles of Association:

"The Company shall have a Nomination Committee. The Nomination Committee shall consist of 2 to 3 members who shall be elected by the Annual General Meeting for a period of 2 years at a time unless the Annual General Meeting decides a shorter period.

The Nomination Committee shall prepare proposals to the Annual General Meeting regarding:

- Election of shareholder elected Board members and Chairman of the Board.
- Election of Nomination Committee members and Chairman.
- Remuneration to Board members.
- Changes to the mandate or guidelines for the Nomination Committee."

Following the above, the current section 12 of the Articles of Association shall be re-numbered to become section 13.

15 Approval of guidelines for the Nomination Committee

In accordance with the Norwegian Code of Practice for Corporate Governance, the Board has prepared guidelines for the Nomination Committee which are proposed to be approved by the Annual General Meeting. The proposed guidelines are enclosed hereto as Appendix 4.

Proposed resolution:

The guidelines for the Nomination Committee are approved.

16 Election of Nomination Committee members

Jogeir Romestrand (Rome AS) and Johan Hvide (Seatrans) will be proposed by the Board as members of the Nomination Committee. In addition, a third member of the Nomination Committee may be proposed by the Board in a stock exchange notice prior to the Annual General Meeting, or at the latest at the Annual General Meeting.

At the date of this calling notice, there are 198,386,055 shares outstanding in the Company. As of the date of this calling notice, the Company does not own any treasury shares.

A shareholder has the right to put matters on the agenda of the Annual General Meeting. The matter shall be reported in writing to the Board within 7 days prior to the deadline for the notice to the Annual General Meeting, along with a proposal for draft resolution or an explanation as to why the matter is put on the agenda. In the event that the notice has already taken place, a new notice shall be sent if the deadline for the notice to the Annual General Meeting has not already expired. A shareholder also has the right to put forward a proposal for resolution.

A shareholder has the right to require that members of the Board and the CEO in the Annual General Meeting provide available information about matters that may affect the assessment of (i) the approval of the annual accounts and the annual report, (ii) items

which are presented for the shareholders for decision, and (iii) the Company's financial position, including information about activities in other companies in which the Company participates, and other matters to be discussed in the Annual General Meeting, unless the information required cannot be given without disproportionately harming the Company.

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. by 09:00 a.m. (Norwegian time) on 11 June 2012 either (i) register at the website: www.emgs.com using 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 a proxy to represent their shares at the Annual General Meeting is attached hereto as Appendix 2.

Oslo, 23 May 2012

Bjarte H. Bruheim Chairperson

Bjarte Bruhim

Attachments:

Appendix 1: Registration form

Appendix 2: Form of power of attorney

Appendix 3: Proposal regarding the Board's compensation

Appendix 4: Proposed guidelines for Nomination Committee

PROPOSAL REGARDING BOARD COMPENSATION

Reference is made to item 8 of the calling notice dated 23 May 2012. 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 U	JSD 554 000
Jeffrey Harris U	JSD 0
Berit Svendsen U	JSD 40 000
Grethe Høiland U	JSD 30 000
Stig Eide Sivertsen U	JSD 40 000

Berit Svendsen received USD 10 000 for work in the compensation committee in 2011. Stig Eide Sivertsen received USD 10 000 for his work as chairman of the audit committee in 2011.

Bjarte Bruheim also served on the audit committee and the compensation committee, but does not receive compensation for this.

Jeffrey Harris was previously employed by the Warburg Pincus funds and according to their internal instructions he did not receive any compensation for his work for the Company. As Jeffrey Harris is no longer employed by the Warburg Pincus funds, it is proposed that he shall receive board compensation and compensation for his work in the compensation committee, in line with the other shareholder elected directors with effect from 1 January 2012.

The employee elected directors do not receive any compensation for their services as board members in addition to their ordinary remuneration as employees.

23 May 2012

Bjarte Bruheim

Bjerte Britain

Chairman

1. MANDATE

The Nomination Committee shall give proposals on the election of shareholder elected board members and deputy members and their remuneration to the Annual General Meeting, and to any Extraordinary General Meeting, as appropriate. The Nomination Committee cannot propose own Committee members as candidates for the Board of Directors of Electromagnetic Geoservices ASA (the "Company"). The Nomination Committee shall propose members for the Nomination Committee, and shall also propose changes to the mandate or guidelines for the Nomination Committee.

2. COMPOSITION, ELECTION AND REMUNERATION

The Nomination Committee is composed and elected as set out in Electromagnetic Geoservices ASA's Articles of Association § 12.

The Chairperson and other members of the Nomination Committee are elected by the General Meeting for a period of two years at a time. Any member may be removed or replaced by a resolution of the General Meeting at any time.

The Annual General Meeting stipulates the remuneration to be paid to the Nomination Committee. The Nomination Committee's expenses shall be covered by the Company.

3. PROCEDURES

Meetings of the Nomination Committee shall be convened by the Chairperson of the Committee. Each of the members of the Nomination Committee, as well as the Chairperson of the Board of Directors and the company CEO jointly, has the right to demand that a meeting be convened.

The Chairperson of the Committee decides whether the meeting will take the form of a physical meeting, a telephone meeting or otherwise.

The Nomination Committee constitutes a quorum when half or more of the Committee's members participate and all other members of the committee have been given the opportunity to participate. In the case of an equal vote, the Chairperson shall have a casting vote.

Minutes shall be taken of the committee meetings.

In its work, the Nomination Committee may contact shareholders, members of the board, the management and external advisers in order to perform its mandate, ref section 1 above. Shareholders shall be given the opportunity to propose Nomination Committee and Board member candidates to the Nomination Committee. The Nomination Committee shall give considerable weight to the wishes of the shareholders when making its recommendations. The Nomination Committee shall also give weight to the proposed candidates' experience, qualifications, and their capacity to serve as officers of the company in a satisfactory manner.

The Nomination Committee shall also strive to achieve an adequate representation of both genders on the Board of Directors and the Nomination Committee.

The Nomination Committee's recommendations shall at all times satisfy the requirements relating to the composition of the Board of Directors and the Nomination Committee laid down in applicable legislation, the regulations of any stock exchanges on which the Company's shares are listed, and any applicable corporate governance recommendations.

Before recommending the proposed candidates, the Nomination Committee shall ask the candidates whether they are willing to serve as a member or deputy members of the Board of Directors or the Nomination Committee or, if applicable, as the Chairperson of the Board of Directors or the Nomination Committee. Only candidates who have confirmed that they are willing to take on such office shall be recommended.

The Nomination Committee shall justify its recommendations and provide relevant information about the candidates. Any dissenting votes shall be stated in the recommendation.

If the Board of Directors has prepared an evaluation of the Board's work, the Nomination Committee shall upon request receive and examine such report, and take its contents into consideration when making recommendations.

4. PROCESSING OF THE NOMINATION COMMITTEE'S RECOMMENDATIONS

The Nomination Committee's recommendation to the Annual General Meeting or any Extraordinary General Meeting relating to the election of members and deputy members of the Board of Directors and the Nomination Committee shall be available in time to be sent together with the notice of the General Meeting, so that the shareholders have an opportunity to submit their views on the recommendation to the Nomination Committee ahead of the General Meeting.

The Chairperson of the Committee, or a person authorized by the Chairperson, shall present the Committee's recommendations to the General Meeting, and give an account of the reasons for its recommendations.

Date

REGISTRATION FOR THE ANNUAL GENERAL MEETING IN ELECTROMAGNETIC GEOSERVICES ASA ON 13 JUNE 2012 AT 15:00, TO BE HELD IN THE COMPANY'S OFFICES ON THE 7th FLOOR OF KLINGENBERGGATEN 5, 0125 OSLO

Notification of your intention to attend the Annual General Meeting on 13 June 2012 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. by 09:00 a.m. (Norwegian time) on 11 June 2012. 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: www.emgs.com. Please use the pin code included in the cover letter for the calling notice.

The undersigned will attend the Annual General Meeting of Electromagnetic Geoservices ASA on 13 June 2012 and (tick as appropriate): ☐ Vote my/our _____ (please specify the number) shares _____ (please specify the number) shares in accordance with the enclosed power(s) of attorney Shareholder's name and address: (in capital letters) Shareholder's signature Place

POWER OF ATTORNEY FOR ANNUAL GENERAL MEETING IN ELECTROMAGNETIC GEOSERVICES ASA ON 13 JUNE 2012, TO BE HELD IN THE COMPANY'S OFFICES ON THE $7^{\rm th}$ FLOOR OF KLINGENBERGGATEN 5, 0125 OSLO

If you are prevented from attending the Annual General Meeting on 13 June 2012, you may assign a power of attorney. In such event, you may use this power of attorney form. The form must be received by Nordea Bank Norge ASA by 09:00 a.m. (Norwegian time) on 11 June 2012.

Issu Fax	rdea Bank Norge ASA uer Services, P.O. Box 1166 – Sentrum, 0107 Oslo at t + 47 22 48 63 49 ail: <u>issuerservices@nordea.com</u>						
	e undersigned shareholder in Electromagnetic Geoservices AS propriate):	A hereby assi	gns (tick a	as			
	Chairman of the Board Bjarte Bruheim or a person designated by him						
	Name of proxy (in capital letters)						
An	wer of attorney to attend the AGM and vote my/ournual General Meeting of Electromagnetic Geoservices ASA or orney is submitted without naming a proxy, the power of attornairman of the Board or a person designated by him.	n 13 June 201	2. Where	the power of			
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.							
Ite	m:	In favor	Against	Abstention			
1.	Election of a person to co-sign the minutes of meeting						
2.	Approval of the notice and agenda						
3.	Approval of 2011 annual accounts and director's report						
4.	Statement on the determination of salaries and other remuneration for leading personnel						
5.	Corporate governance statement (non-voting item)						
	Board authorization of issue shares						
	6.1. Board power of attorney – transactions and general corporate purposes						
	6.2. Board power of attorney – option incentive schemes						
7.	Board power of attorney to acquire own shares						
8.	Board compensation for 2011						
9.	New principles for board compensation						
10.	Option grant to Bjarte Bruheim						
	Auditor's fee for 2011						
12.	Resolution for two weeks calling notice						

13. Election of a new director of the Board in accordan	nce with		
the Board's final proposal 14. Establishment of nomination committee 15. Approval of guidelines for nomination committee 16. Election of nomination committee members in acc with the Board's final proposal			
Shareholder's name and address (in capital letters)			
Name			
Address			
Date Place	Shareholder's sig	gnature	