

**To the shareholders of  
ElectroMagnetic GeoServices ASA**

Oslo, 15 May 2008

**NOTICE OF ANNUAL GENERAL MEETING IN  
ELECTROMAGNETIC GEOSERVICES ASA**

The Board of Directors ("the Board") hereby call the Annual General Meeting of ElectroMagnetic GeoServices ASA ("EMGS" or "the Company").

Time: 5 June 2008 at 16:00  
Place: Grand Hotel, Oslo

The Board proposes the following agenda for the General Meeting:

**1 Opening of the meeting by the Chairman of the Board, Bjarte Bruheim, including the taking of attendance of shareholders present**

**2 Chairperson for the meeting and election of one person to co-sign the minutes**

In accordance with the Articles of Association section 9 the Chairman of the Board shall chair the General Meeting.

**3 Approval of the notice and agenda**

**4 Approval of the annual accounts and the annual report for the financial year 2007, hereunder covering of losses**

The Chief Executive Officer briefs on the Company's business in 2007.

The Board proposes that the losses in 2007 are attributed to uncovered losses.

The Board proposes that the General Meeting makes the following resolution:

*"The annual accounts and annual report for the financial year 2007 is approved."*

**5 The Board's declaration on determination on salaries and other remuneration to the senior executive management**

The Board's declaration is attached to the notice.

The Board proposes that the General Meeting makes the following resolution:

*“The Board of Directors’ declaration on determination on salaries and other remuneration to the senior executive management is approved.”*

## **6 Reduction of the share premium fund to cover losses and transfer to distributable equity**

According to the Public Limited Companies Act the non-distributable equity in the Company’s share premium fund can be reduced and transferred to distributable equity. Such transferring may be made to provide the Company with increased distributable equity which inter alia can be made use of for acquisition of own shares etc.

The Board proposes that the General Meeting resolves on such reduction of the premium fund.

The General Meeting shall deal with the annual accounts for 2007 and the reduction of the share premium fund. It is referred to the annual account and annual report, in addition to the Company’s stock exchange releases made public on Oslo Stock Exchange and the Company’s web address, for a review of events that are of significant importance for the Company and information about the Company and the Company’s activities.

The annual account, the annual report and the auditor’s report will be available for inspection in the Company’s office and be made available on the Company’s website, in addition to be sent all shareholders.

The Company had as of 31 December 2007 a share premium fund of NOK 816,091,000. According to the Board’s assessment it is desirable that the full amount is reduced. The reduction amount shall be transferred to distributable equity to obtain a more suitable structure of the Company’s equity and make possible inter alia acquisition of own shares etc. It is proposed to attribute NOK 261,183,000 to cover the accumulated losses in the Company and to transfer the remaining NOK 554,908,000 to “other paid in capital” in order to provide more flexibility for the Company

The remaining non-distributable equity after completion of the reduction is in the Board’s opinion adequate. The reduction shall according to the Public Limited Companies Act be decided on the basis of the balance sheet for the last financial year and the Board has based its assessment on the proposal on annual accounts for 2007.

The Board proposes that the General Meeting makes the following resolution:

*“The Company’s share premium fund is reduced with NOK 816,091,000. The reduction amount shall be transferred to (i) the Company’s “other paid in capital” with NOK 554,908,000 and (ii) NOK 261,183,000 to cover losses.”*

## **7 Board authorization to share capital increase with respect to acquisition of business**

The Board proposes that the General Meeting gives the Board authorisation to increase the share capital. Pursuant to the Norwegian Code of Corporate Governance board authorisations to share capital increases should only be given for specific purposes. To be in compliance with the principles of the Code of Corporate Governance it is proposed that the General Meeting gives the Board two separate authorisations, one authorization with respect to issue of new shares related to acquisition of business and one authorization solely related to the issuance of new shares in connection with the Company’s share option programme. The proposed latter authorisation is described in section 8 below.

The authorisation proposed in this section 7 may be used in case of capital requirements in connection with acquisition of business within the Company's purpose, in addition to mergers. It will be practical that the Board has such authorisation in order to have the necessary flexibility and ability to act promptly.

To be able to attend to the stated purpose of the authorisation the Board proposes that the shareholders pre-emptive right may be set aside.

The General Meeting shall deal with the annual accounts for 2007 and the Board authorisation to share capital increase. It is referred to the annual account and annual report, in addition to the Company's stock exchange releases made public on Oslo Stock Exchange and the Company's web address, for a review of events that are of significant importance for the Company and information about the Company and the Company's activities

The annual account, the annual report and the auditor's report will be available for inspection in the Company's office, be made available on the Company's website and sent all shareholders.

The Board proposes that the General Meeting makes the following resolution:

*"The Company's Board is hereby authorized to increase the share capital in accordance with the Public Limited Liability Companies Act section 10-14, on the following conditions;*

- 1. The share capital may, on one or more occasions, be increased, in total, by up to NOK 7,409,862.75.*
- 2. This authorization shall be valid until the Annual General Meeting in 2009, but no longer than until 30 June 2009.*
- 3. The existing shareholders' pre-emptive rights in accordance with the Public Limited Companies Act section 10-4 may be set aside.*
- 4. The authorization encompasses share capital with increase against contribution in kind, right to incur the Company with special obligations according to the Public Limited Liability Companies Act section 10-2 and mergers in accordance with the Public Limited Liability Companies Act section 13-5.*
- 5. The Board decides on the other terms and conditions and is authorised to amend and revise the Articles of Association as implied by use of this authorisation.*
- 6. The new shares shall be ordinary shares with the same characteristics as the ordinary shares already issued by the Company.*
- 7. This authorization replaces any previous granted Board authorisations to increase the share capital."*

## **8 Board authorization to share capital increase with respect to incentive program**

In connection with the Company's share option program the Board consider it as necessary to have an authorisation to increase the share capital with the purpose of issuing shares in accordance with the Company's obligations pursuant to this program. To be able to attend to the stated purpose of such program the Board proposes that the shareholders pre-emptive right may be set aside.

The General Meeting shall deal with the annual accounts for 2007 and the Board authorisation to share capital increase. It is referred to the annual account and annual report, in addition to the Company's stock exchange releases made public on Oslo Stock Exchange and the Company's web address, for a review of events that are of significant importance for the Company and information about the Company and the Company's activities.

The annual account, the annual report and the auditor's report will be available for inspection in the Company's office and be made available on the Company's website, in addition to be sent all shareholders.

The Board proposes that the General Meeting makes the following resolution:

*"The Company's Board is hereby authorized to increase the share capital in accordance with the Public Limited Liability Companies Act section 10-14, on the following conditions;*

- 1. The share capital may, on one or more occasions, be increased, in total, by up to NOK 1,037,875.*
- 2. This authorization shall be valid until the Annual General Meeting in 2009, but no longer than until 30 June 2009.*
- 3. The existing shareholders' pre-emptive rights in accordance with the Public Limited Companies Act section 10-4 may be set aside.*
- 4. This authorisation encompasses share capital increases in connection with fulfilling the Company's obligations to issue shares to holders of options in the Company's share option program, should such options be exercised.*
- 5. The new shares shall be ordinary shares with the same characteristics as the ordinary shares already issued by the Company.*
- 6. The Board decides on the other terms and conditions and is authorised to amend and revise the Articles of Association as implied by use of this authorisation."*

## **9 Authorization to acquire own shares**

In the Annual General Meeting in 2007 the Board was given authorization to acquire the Company's own shares. The authorisation is valid until 1 September 2008. The Board proposes that the General Meeting grants the Board a new authorization to acquire own shares. It is proposed that such shall replace the existing authorization.

Authorisation to acquire own shares would give the Board the opportunity to take advantage of the financial instruments and mechanisms provided by the Public Limited Company Act. Buy-back of the Company's shares, with subsequent cancellation, would be an important aid for optimizing the Company's financial structure. Further on, the Company would be able to use own shares for incentive scheme and, in full or as part, as consideration with regards to acquisition of businesses and other possible corporate transactions by the Company.

The Board therefore proposes that the General Meeting grants the Board authorisation to acquire shares in the Company, with a total nominal value of NOK 1,800,000.

The Board of Directors proposes that the General Meeting makes the following resolution:

*“The Company’s Board is hereby authorized to acquire shares in the Company in accordance with the Public Limited Liability Companies Act section 9-4, on the following conditions;*

- 1. The Board of Directors may, on one or more occasions, acquire the Company’s own shares up to a total par value of NOK 1,800,000.*
- 2. The highest and the lowest price that can be paid for the shares according to the authorisation are respectively NOK 300 and NOK 13.50. As to how the shares are acquired or disposed of, the Board will decide at their own discretion.*
- 3. The authorisation shall be valid until the Company’s Annual General Meeting in 2009, and no longer than until 30 June 2009.*
- 4. This authorization replaces any previous granted Board authorisations to acquire own shares.”*

## **10 Determination of remuneration to the members of the Board**

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.

On this basis the Board proposes that the General Meeting makes the following resolution:

*“The Annual General Meeting approves the compensation for the members of the Board in 2007 with the following amounts;*

<i>Bjarte Bruheim, Chairman of the Board</i>	<i>NOK</i>	<i>4,110,000 (1)</i>
<i>David Kieger, Director</i>	<i>NOK</i>	<i>0 (2)</i>
<i>Jeffrey Harris, Director</i>	<i>NOK</i>	<i>0 (2)</i>
<i>Christian Beck, Director</i>	<i>NOK</i>	<i>161,000 (3)</i>
<i>Christopher Wright, Director</i>	<i>NOK</i>	<i>176,000</i>
<i>Trine S. Romuld, Director</i>	<i>NOK</i>	<i>132,000 (4)</i>
<i>Grete Høiland, Director</i>	<i>NOK</i>	<i>15,000 (5)</i>
<i>Berit Svendsen, Director</i>	<i>NOK</i>	<i>15,000 (5)</i>
<i>Bjørn Rosvoll, Employee elected</i>	<i>NOK</i>	<i>0 (6)</i>
<i>Jens Danielsen, Employee elected</i>	<i>NOK</i>	<i>0 (6)</i>

- (1) According to agreement authorised by the General Assembly in December 2007.*
- (2) Mr. Krieger and Mr. Harris have waived their right to any compensation from the Company as they are employed by the main shareholder.*
- (3) Mr. Beck was a director until he resigned in December 2007. The amount covers compensation as director for 11 months in 2007 (30,000USD yearly).*
- (4) Ms. Romuld was elected as director effective April 2007- The amount covers compensation as director for 9 months in 2007 (30,000 USD yearly).*
- (5) Ms. Svendsen and Ms. Høiland were elected as directors in December 2007. The amount covers compensation as a director for 1 month in 2007 (30,000 USD yearly).*
- (6) Mr. Rosvoll and Mr. Danielsen are employee representatives, and as such not entitled to a fee.*

## **11 Determination of remuneration to the auditor**

Fees to the Company's auditor make a total of NOK 6,985, 000 (USD 1,192,000), whereof NOK 2,637,000 (USD 450,000) is related to audit of the Company and NOK 4,348,000 (approximately USD 742,000) to other non-audit services provided. The non-audit services relates to the listing and initial public offering of the Company's shares on Oslo Børs and the conversion to IFRS.

The Board proposes the General Meeting makes the following resolution;

*"The auditor's total remuneration of NOK 6,985,000 is approved."*

## **12 Amendments to the Articles of Association**

The Board proposes that the Articles of Association section 1 "The name of the Company" is amended, and that the General Meeting makes the following resolution:

*"Section 1 of the Articles of Association shall read;*

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

The existing § 1 of the Articles of Association reads:

*"The name of the Company is ElectroMagnetic GeoServices ASA. The Company is a public limited liability company."*

\* \* \* \* \*

The annual report and the auditor's report will be sent to all shareholders.

At the time of the notice there are 74,316,758 outstanding shares in ElectroMagnetic GeoServices ASA. Each share gives right to one vote in the General Meeting. The Company does not hold any of its own shares at the date hereof.

The Board encourages all shareholders that wish to participate in the General Meeting to fill in and send the attached registration form within three days prior to the General Meeting.

Shareholders who cannot attend the General Meeting in person may authorise the Chairman of the Board by filling in and sending the attached proxy form, or give another person proxy to vote for his/her shares. The proxy must be in writing, dated, signed and presented at the latest at the General Meeting. The Chairman of the Board will only take proxies with instructions, so that it is stated how the authorised shall vote in each matter and which are received by the Company within one day prior to the General Meeting.

Yours sincerely,  
for and on behalf of the Board of ElectroMagnetic GeoServices ASA

  
Bjarte Bruheim  
Chairman of the Board

**REGISTRATION FOR ANNUAL GENERAL MEETING IN  
ELECTROMAGNETIC GEOSERVICES ASA**

The undersigned confirms that I/we wish to participate in Annual General Meeting in ElectroMagnetic GeoServices ASA on 5 June 2008.

I/we own \_\_\_\_\_ (number) shares

Place: \_\_\_\_\_ Date: \_\_\_\_ / \_\_\_\_ 2008

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

If you are unable to meet yourself, you may give proxy to another person who will participate in your place or the Chairman of the Board, Bjarte Bruheim. Proxy form for authorising Bjarte Bruheim is attached.

The Board encourages all shareholders that wish to participate in the General Meeting to fill in and send the attached registration form within three days prior to the General Meeting.

*The registration form may be sent to 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. 3 June, 2008 by 09:00 (Norwegian time). Notice can also be given to Nordea Bank Norge ASA by fax marked "Nordea Custody Support". at + 47 22 48 68 70*

**PROXY TO THE CHAIRMAN OF THE BOARD  
ELECTROMAGNETIC GEOSERVICES ASA**

The undersigned shareholder is unable to attend in person and is therefore authorizing the Chairman of the Board, Bjarte Bruheim, to attend and vote on my/our behalf at the Annual General Meeting of ElectroMagnetic GeoServices ASA on 5 June 2008.

The proxy is bound. You must state how the authorised shall vote by stating for each matter on the agenda if the authorised shall vote for or against the opener of the meeting's / the Board's proposal by marking "X" in the blanks "FOR", "BLANK" or "AGAINST" in sections 1 to 12 in the table below.

If it is missing "X" for one or more of the matters in the table below, this proxy is considered not to be given in this/these matter(s), with the consequence that the authorised will not vote in this/these matter(s).

**I/we instruct the authorized to vote according to the following:**

MATTER ON THE AGENDA	FOR	BLANK	AGAINST
1. Opening of the meeting by Chairman of the Board, Bjarte Bruheim, including the taking of attendance of shareholders present			
2. Chairperson for the meeting and election of one person to co-sign the minutes			
3. Approval of the notice and the agenda			
4. Approval of the annual accounts and the annual report for the financial year 2007, hereunder covering of losses			
5. The Board's declaration on determination on salaries and other remuneration to the senior executive management			
6. Reduction of the share premium fund to cover losses and transfer to distributable equity			
7. Board authorisation to share capital increase with respect to acquisition of business			
8. Board authorisation to share capital increase with respect to incentive program			
9. Board authorisation to acquire the Company's own shares			
10. Determination of remuneration to the members of the Board			
11. Determination of remuneration to the auditor			
12. Amendments to the Articles of Association			

I/we own \_\_\_\_\_ (number) shares

Place: \_\_\_\_\_ Date: \_\_\_\_ / \_\_\_\_ 2008

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Signature: \_\_\_\_\_

*This proxy may be sent to 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. 3 June, 2008 by 09:00 (Norwegian time). Notice can also be given to Nordea Bank Norge ASA by fax marked "Nordea Custody Support". at + 47 22 48 68 70*