



FRONTLINE

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Bermuda

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December 10, 2004

Dear Shareholders:

I am pleased to inform you that on December 1, 2004 the Board of Directors of Frontline Ltd. (the "Company") authorized the de-merger and spin-off to the Company's shareholders of the Company's newly formed subsidiary, Golden Ocean Group Limited ("Golden Ocean"). Golden Ocean is expected to be listed on the Oslo Stock Exchange ("OSE") and will maintain its share register through the Norwegian VPS (the Norwegian paperless securities depository system) with all shareholders required to hold VPS accounts. Golden Ocean will not be listed in the United States. All non-US beneficial owners of Frontline ordinary shares, subject to certain exceptions, will receive three (3) ordinary shares of Golden Ocean for each ordinary share they have in the Company. All US beneficial owners of our ordinary shares who are Qualified Institutional Buyers ("QIBs") in accordance with Rule 144A of the US Securities Act of 1933, and who hold at least 7,500 ordinary shares of the Company (the "Share Recipients") will also receive three (3) ordinary shares of Golden Ocean for each ordinary share they have in the Company, subject to these shareholders confirming to us by way of returning the attached certificate that they are QIBs and providing us with a VPS account number. US beneficial owners of Frontline ordinary shares who have less than 7,500 ordinary shares will not be entitled to Golden Ocean shares and, together with all other shareholders exempted from the share distribution (together, the "Cash Recipients"), will receive a cash distribution based on the market value of the Golden Ocean shares on the OSE.

The record date for the spin-off and share distribution is December 10, 2004 (the "Record Date") and the share distribution will take place on December 13, 2004 (the "Distribution Date"). The Golden Ocean shares are expected to be listed on the OSE with the first trading date expected to be as promptly as practicable after the Distribution Date, subject to OSE approval. On the Distribution Date, a number of shares equal to the Cash Recipients' estimated allotment will be transferred to a VPS account under Nordea Bank, a VPS custodian. Twenty percent (20%) of these shares will be sold in the open market, each day for the first five (5) trading days on the OSE. The average price per share (the "Cash Price") determined as a result of the sales of those five (5) days will be used to calculate the amount of subsequent distributions to the Cash Recipients.

The distribution will be characterized as a taxable dividend for United States federal income tax purposes. The amount of the dividend for such tax purposes will be equal to the fair market value of the Golden Ocean ordinary shares received in the case of a Share Recipient, and the amount of cash received in the case of a Cash Recipient.

The distribution may be treated as "qualified dividend income" taxable at preferential rates to a U.S. non-corporate shareholder provided certain requirements are met. Otherwise, the distribution will be treated as ordinary income to U.S. shareholders.

A Share Recipient's basis for federal income tax purposes in the distributed Golden Ocean ordinary shares received in the distribution will be equal to the fair market value of such

FRONTLINE

shares on the Distribution Date. A Share Recipient's holding period for federal income tax purposes in Golden Ocean Ordinary Shares will begin on the Distribution Date.

Certain information reporting and backup withholding provisions may apply to the receipt of the distribution. This letter is not intended as tax advice. You are urged to consult your tax adviser with respect to the federal, state, local and foreign tax consequences of the distribution.

The following information sets out the terms of the de-merger and spin off to Frontline's shareholders of the shares in Golden Ocean to holders of Frontline ordinary shares held through the VPS in Norway:

1. All non U.S. shareholders will receive three shares in Golden Ocean for each share of Frontline. *If you are within this category you are not required to take any action and your Golden Ocean shares will be allocated to your VPS account on the Distribution Date.*
2. All U.S. shareholders holding less than 7,500 Frontline shares will receive the Cash Price for each Golden Ocean share allotted. *If you are within this category you are not required to take any action and you will receive the Cash Price.*
3. U.S. shareholders holding 7,500 or more Frontline shares and who confirm they are QIBs will receive three shares in Golden Ocean for each share of Frontline. *If you are within this category you are required to complete the enclosed Certificate and return it to the Company in accordance with the instructions below no later than December 31, 2004 (the "Return Date").*

Note:

For the purposes of this spin off, U.S. shareholders refers to all shareholders with addresses in the United States, including shareholders on each of the U.S., U.K. and Norwegian branch share registers of Frontline's share register.

With regard to the shareholders that are US persons who fall within category 3. above, and those for whom the Company has not received a properly completed and signed Certificate by the Return Date, such shareholders shall be deemed Cash Recipients and the Company will sell the shareholder's allocated Golden Ocean shares on the OSE and remit the Cash Price to such Shareholders. All Cash Recipients will receive their distribution on or about January 4, 2005. All shareholders entitled to receive Golden Ocean shares as a result of providing certifications after the Distribution Date will have their Golden Ocean shares allocated to their VPS account on or about January 4, 2005.

Please return the fully completed and executed Certificate to: Frontline Ltd c/o Nordea Bank ASA, Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo Norway.

Questions regarding this notice should be directed to Kate Blankenship, telephone: +1 441 295-6935 email: kblankenship@front.bm, Inger M. Klemp, telephone: +47 23 11 40 00 e-mail: inger.m.klemp@frontmgt.no and Enskilda Securities, Tone Omsted, telephone: +47 21 00 85 00.

Yours sincerely,



Kate Blankenship
Secretary

CERTIFICATE

Frontline Ltd.
Par La Ville Place, 4th Floor
14 Par La Ville Road
Hamilton HM GX Bermuda

Dear Sirs:

The undersigned (the "Shareholder"), the beneficial owner of _____ ordinary shares¹ of Frontline Ltd. ("Frontline" or the "Company"), hereby acknowledges receipt of the letter from the Secretary of the Company dated December 10, 2004 (the "Letter"), describing the distribution of a dividend of the ordinary shares of Golden Ocean Group Limited ("Golden Ocean") to the owners of the ordinary shares of the Company (the "Dividend").

1. The Undersigned hereby agrees, represents and warrants to the Company that the Shareholder: check off all that apply

- (i) is a natural person resident in, or a corporation or partnership or other entity organized or incorporated in or under the laws of, the United States of America, its territories or possessions (hereinafter collectively referred to as a "United States person");
- (ii) is an entity 10% or more of the beneficial interests in which are owned, directly or indirectly, by United States persons;
- (iii) in the case of a trust, has beneficiaries or trustees that are United States persons;
- (iv) is acquiring shares for and will hold shares on behalf of any United States person or any entity referred to in subparagraphs (ii), (iii) or (iv);
- (v) will transfer any of its shares within the United States of America, its territories or possessions (hereinafter collectively referred to as the "United States");
- (vi) will engage in any activity relating to the sale of the Shares in the United States;
- (vii) is a U.S. or non-U.S. "benefit plan investor" as defined in §2510.3-101(f)(2) of the regulations of the United States Department of Labor promulgated under the U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA") (generally, the Subscriber is not a plan organized by an employer or employee organization to provide retirement, deferred compensation, medical, death, disability, unemployment, vacation or similar benefits to employees or an entity 25% or more of whose interests are owned by such plans).

¹ Please insert the number of ordinary shares that are owned by the beneficial owner.

(viii) is a Qualified Institutional Buyer ("QIB") (as defined in Rule 144A of the U.S. Securities Exchange Act of 1933, as amended) AND owns fewer than 7,500 Shares;

(ix) none of the above apply. The Undersigned is either (1) a non-US person or (2) a QIB which owns at least 7,500 Shares.

2. The Shareholder agrees and understands that if it checked any box in Item 1 other than box (ix), or if the Company does not receive this Certificate by December 31, 2004 or if the Company determines, in its sole discretion, that this Certificate is not executed correctly or completely, the Company will sell the Shareholder's allocated Golden Ocean shares and distribute the Cash Price to the Shareholder as promptly as practical, in accordance with the formula for paying Cash Recipients specified in the Letter.

3. The Shareholder agrees to supply the Company with such other facts as the Company deems necessary in order to ascertain that, as a result of the Dividend, no violation by the Company shall occur under any securities laws of the United States or any other relevant jurisdiction, including the Securities Act of 1933, as amended and the Securities Exchange Act of 1934, as amended.

4. If the Shareholder is a corporation, partnership, trust or other entity, the person executing this Certificate for the Shareholder has the full power and authority under the Shareholder's governing instruments to do so.

5. The Shareholder represents and warrants that the _____² ordinary shares that it beneficially owns are registered in the name of _____³.

6. The Shareholder agrees to indemnify and hold harmless Frontline and its affiliates and its respective principals, officers and directors against any loss, liability, cost or expense (including attorneys' fees, taxes and penalties) which may result, directly or indirectly, from the processing of the Dividend.

FRONTLINE HAS NOT REGISTERED THE GOLDEN OCEAN SHARES UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED. THEREFORE, WE ARE ONLY OFFERING THESE SHARES TO QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT AND TO PERSONS OUTSIDE THE UNITED STATES UNDER REGULATION S OF THE SECURITIES ACT.

² Insert number of ordinary shares beneficially owned, as listed in the 1st paragraph on page 1.

³ If the Shareholder has its shares held in custody at a broker, the Shareholder should enter the name of its broker. If the Shareholder has possession of the stock certificates of the Company, and they are not held in custody at a broker, the Shareholder should enter its name as it appears on such certificate.

Date: _____

Very truly yours,

Print Shareholders Name

Signature of Shareholder
or Authorized Signatory

Print Name and Title of
Authorized Signatory

Address of Shareholder

Telephone Number of Shareholder

Facsimile Number of Shareholder
