



*Important Notice*  
The Depository Trust Company

<b>B #:</b>	0737-15
<b>Date:</b>	April 29, 2015
<b>To:</b>	All Participants
<b>Category:</b>	Dividends
<b>From:</b>	International Services
<b>Attention:</b>	Operations, Reorg & Dividend Managers, Partners & Cashiers
<b>Subject:</b>	<b><u>Tax Relief</u></b> – Country: Norway TGS NOPEC GEOPHYSICAL CO      CUSIP: 87243K208 <b><u>Record Date:</u> 05/08/2015 <u>Payable Date:</u> 06/01/2015</b> <b><u>CA Web Instruction Deadline:</u> 05/13/2015 8:00 P.M.</b>

**PLEASE NOTE: 3 DAY CA WEB WINDOW.**

Participants can use DTC’s Corporate Actions Web (CA Web) service to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult TaxInfo respectively before certifying their instructions over CA Web.

Important: Prior to certifying tax withholding instructions, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TaxInfo over the CA Web.

Questions regarding this Important Notice may be directed to GlobeTax 212-747-9100.

**Important Legal Information:** *The Depository Trust Company (“DTC”) does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

*To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).

Non-Confidential



**TGS NOPEC GEOPHYSICAL CO** has announced a cash dividend and BNY Mellon acts as Depositary for the Depositary Receipt (“DR”) program.

Participants can use DTC’s Corporate Actions Web (“CA Web”) instructions tab to certify all or a portion of their position entitled to the applicable withholding tax rate. Use of these instruction methods will permit entitlement amounts to be paid through DTC. By electing, Participants agree to the Agreements, Fees, Representations and Indemnification below.

On DR Pay Date, all beneficial owners will have the opportunity to receive their full treaty benefits as outlined in the “Eligibility Matrix.”

<b>DIVIDEND EVENT DETAILS</b>	
COUNTRY OF ISSUANCE	NORWAY
COMPANY	TGS NOPEC GEOPHYSICAL CO
CUSIP#	87243K208
DEPOSITARY	BNY MELLON
DR RECORD DATE	MAY 8, 2015
DR PAY DATE	JUNE 1, 2015
DR GROSS DIVIDEND RATE ON PAY DATE	TBD
ORD GROSS DIVIDEND RATE ON PAY DATE	NOK 8.5
RATIO	1 ORD : 1 DR
STATUTORY WHT RATE	25%

<b>FEES &amp; DEADLINES</b>					
<b>FILING METHOD</b>	<b>BATCH</b>	<b>PAYMENT METHOD</b>	<b>DEPOSITARY SERVICE FEE</b>	<b>MINIMUM SERVICE FEE PER BENEFICIAL OWNER</b>	<b>FINAL SUBMISSION DEADLINE (ALL TIMES EST)</b>
<b>RELIEF AT SOURCE</b>	PAYMENT ON DR PAY DATE	VIA DTC	UP TO \$0.005 PER DR	\$0	MAY 13, 2015 (8PM)
<b>QUICK REFUND</b>	APROX. PAYMENT JULY 2015	CHECK	UP TO \$0.0075 PER DR	\$25	JULY 1, 2015 (8PM)
<b>LONG FORM</b>	POST PAY DATE; ONGOING	CHECK	UP TO \$0.0075 PER DR	\$25 <b>AND</b> NOK 125 CUSTODIAL FEE PER CLAIM	OCTOBER 31, 2018

## **Agreements, Fees, Representations and Indemnification of Participants and Beneficial Owners**

We hereby agree that this tax relief assistance service is wholly voluntary and discretionary and outside the terms and conditions of any applicable deposit agreement. We hereby accept and agree to pay the fees of BNY Mellon of up to \$0.005 per Depositary Receipt for Relief at Source, or up to \$0.0075 per Depositary Receipt for the Quick Refund and Long Form (with a minimum of \$25), and any other charges, fees or expenses payable by or due to BNY Mellon or its agents, including the (respective) custodian, in connection with the tax reclaim process, or to tax authorities or regulators (which fees, charges or expenses may be deducted from the dividend or any other distribution or by billing or otherwise in BNY Mellon's discretion). We hereby agree that any such fees, charges or expenses may be due and payable whether or not a successful reduction in rate or reclamation is obtained. We hereby acknowledge that fees paid to BNY Mellon may be shared with its agents and affiliates.

We hereby agree that in addition to statutory and documentation requirements and the deduction of fees, tax reclaim benefits will be subject to review and approval by the applicable custodian and the applicable tax regulators, and that BNY Mellon is not providing any legal, tax, accounting or other professional advice on these matters and has expressly disclaimed any liability whatsoever for any loss howsoever arising from or in reliance hereto. Participants and/or investors should seek advice based upon their own particular circumstances from an independent tax advisor.

We certify that to the best of our knowledge each of the beneficial owners identified are eligible for the preferential rates as stated and we declare that we have performed all the necessary due diligence to satisfy ourselves as to the accuracy of the information submitted to us by these beneficial owners.

We will be fully liable for any and all claims, penalties and / or interest, including without limitation, any foreign exchange fluctuations associated therewith. BNY Mellon shall not be liable for the failure to secure any refund. We expressly agree that BNY Mellon and its agents or affiliates shall not have any liability for, and we shall indemnify, defend and hold each of BNY Mellon and its agents and affiliates harmless from and against, any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including without limitation fees and expenses of defending itself or enforcing this agreement) arising out of or in connection herewith.

## RELIEF AT SOURCE / QUICK REFUND ELIGIBILITY MATRIX

RATE DESCRIPTION	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED
<b>UNFAVORABLE - 25%</b>	<b>0%</b>	1) ANY SHAREHOLDER NOT DOMICILED IN A JURISDICTION LISTED AS HAVING A DOUBLE TAXATION TREATY WITH NORWAY.  2) CHARITIES, PENSIONS, RICS, TRUST FUNDS, AND SIMILAR ENTITIES MUST ELECT AT THE UNFAVORABLE RATE AS THEY <b><u>DO NOT MEET</u></b> ELIGIBILITY REQUIREMENTS TO CLAIM A REFUND.	NONE
<b>FAVORABLE - 15% (AT SOURCE)</b>	<b>10%</b>	INDIVIDUALS, CORPORATIONS, GRANTOR TRUSTS AND ULTIMATE BENEFICIAL OWNER ENTITIES DOMICILED IN COUNTRIES WITH 15% WITHHOLDING TAX TREATIES. <b>*SEE BELOW LIST OF COUNTRIES*</b>	NONE
<b>FAVORABLE - 15% (QUICK REFUND)</b>	<b>10%</b>	1) INDIVIDUALS, CORPORATIONS, GRANTOR TRUSTS AND ULTIMATE BENEFICIAL OWNER ENTITIES DOMICILED IN COUNTRIES WITH 15% WITHHOLDING TAX TREATIES <b>*SEE BELOW LIST OF COUNTRIES*</b>	CA WEB ADJUSTMENT LETTER <b>(EXHIBIT A)</b>

PARTICIPATING IN RELIEF AT SOURCE IS WHOLLY VOLUNTARY AND DISCRETIONARY, HOWEVER, IT IS THE ONLY WAY TO OBTAIN THE REDUCED WITHHOLDING TAX RATE ON THE PAYABLE DATE.

## LONG FORM ELIGIBILITY MATRIX

RATE DESCRIPTION	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED
<b>FAVORABLE - 15% (LONG FORM)</b>	<b>10%</b>	<b>PLEASE SEE: COUNTRIES WITH 15% WITHHOLDING TAX TREATIES</b>	1) CLAIM COVER LETTER 2) NORWEGIAN TAX RECLAIM LETTER 3) CERTIFICATE OF DIVIDEND PAYMENT 4) IRS FORM 6166 / CERTIFICATE OF RESIDENCE 5) PROOF OF SIGNING AUTHORIZATION (POA) 6) NON-INDIVIDUAL QUESTIONNAIRE* 7) PLAN DOCUMENTS* 8) ATTESTATION 9) RECLAIM DETAIL SPREADSHEET 10) ADDITIONAL AUTHORIZATION LETTER  <b>* - FOR NON-INDIVIDUALS ONLY</b>
<b>EXEMPT - 0% (EEA COMPANIES) POST-PAY DATE LONG FORM ONLY</b>	<b>25%</b>	NORWEGIAN PUBLIC LIMITED COMPANIES AND OTHER COMPANIES OF THE SAME STANDING WHO ARE THE REAL BENEFICIAL OWNER. THE TAX EXEMPTION MODEL ALSO APPLIES TO FOREIGN COMPANIES ETC, OF THE SAME STANDING AS NORWEGIAN COMPANIES AS MENTIONED IN THE PROVISION, DOMICILED IN AN EEA COUNTRY.	ALL DOCUMENTATION USED FOR 25% CLAIMS ARE THE SAME AS THE DOCUMENTATION LISTED ABOVE FOR 10% CLAIMS, THE RECLAIM RATES SHOULD BE UPDATED TO 25% WHEREVER APPROPRIATE; ALL OTHER AMOUNTS RELATED TO THE RECLAIM RATE SHOULD LIKEWISE BE ADJUSTED.

## DESCRIPTION OF VARIOUS DOCUMENTATION

DOCUMENT NAME	DESCRIPTION	ORIGINAL / COPY	SIGNATURE REQUIREMENT
<b>CA WEB ADJUSTMENT LETTER (EXHIBIT A)</b>	<b>ONLY FOR QUICK REFUND:</b> THIS LETTER LISTS BOTH THE ORIGINAL CA WEB ELECTION, AND THE REQUESTED POST CA WEB WINDOW ADJUSTED NUMBERS	ORIGINAL	DTC PARTICIPANT
<b>COVER LETTER (EXHIBIT B)</b>	COVER LETTER ON PARTICIPANT LETTERHEAD SUMMARIZING ENTIRE CLAIM: BENEFICIAL OWNERS, ADDRESSES, TAX IDs, & DR AMOUNTS, ETC.	ORIGINAL	DTC PARTICIPANT
<b>NORWEGIAN TAX RECLAIM LETTER (EXHIBIT C)</b>	LETTER TRANSFERRING INDIVIDUAL CLAIM TO BNY MELLON	ORIGINAL	DTC PARTICIPANT
<b>CERTIFICATE OF DIVIDEND PAYMENT (EXHIBIT D)</b>	DOCUMENT CERTIFYING THE DIVIDEND WAS PAID TO THE BENEFICIAL OWNER, LESS WITHHOLDING TAX.	ORIGINAL	DTC PARTICIPANT
<b>IRS FORM 6166 (U.S. ONLY)</b>	ISSUED BY THE INTERNAL REVENUE SERVICE, STATING THE NAME AND TAX PAYER IDENTIFICATION NUMBER OF THE BENEFICIAL OWNER. IT MUST BE ISSUED FOR THE TAX YEAR OF THE DIVIDEND EVENT.	ORIGINAL	IRS REPRESENTATIVE
<b>CERTIFICATE OF RESIDENCY (NON-U.S. TREATY COUNTRIES)</b>	A DOCUMENT CONFIRMING RESIDENCY OF THE BENEFICIAL OWNER DOMICILED WITHIN A TREATY COUNTRY. THIS MUST BE SIGNED BY AND BEAR THE STAMP OR SEAL OF THE LOCAL TAX AUTHORITY  <b>*CERTIFICATE OF RESIDENCY MUST REFER TO NORWAY TREATY*</b>	ORIGINAL	TAX AUTHORITY
<b>PROOF OF SIGNING AUTHORIZATION (POA) (EXHIBIT E)</b>	SIGNING AUTHORIZATION (OR POWER OF ATTORNEY) AUTHORIZING THE DTC PARTICIPANT'S ABILITY TO SIGN FOR THEIR BENEFICIAL OWNERS	ORIGINAL	DTC PARTICIPANT
<b>NON-INDIVIDUAL QUESTIONNAIRE* (EXHIBIT F)</b>	QUESTIONNAIRE TO BE COMPLETED BY THE BENEFICIAL OWNER	COPY	N/A
<b>PLAN DOCUMENTS*</b>	ANY DOCUMENT WHICH WOULD AID IN DEFINING THE LEGAL NATURE OF THE BENEFICIAL OWNER IN THEIR COUNTRY OF DOMICILE.	COPY	N/A
<b>ATTESTATION (EXHIBIT G)</b>	BENEFICIAL OWNER CONFIRMATION AUTHORIZING A RECLAIM FOR THE SPECIFIC DIVIDEND	ORIGINAL	BENEFICIAL OWNER
<b>DECLARATION OF BENEFICIAL OWNER (EXHIBIT H)</b>	SPREADSHEET LISTING ALL DETAILS OF THE SPECIFIC RECLAIM	ORIGINAL	BENEFICIAL OWNER
<b>ADDITIONAL AUTHORIZATION LETTER (EXHIBIT I)</b>	ADDITIONAL SIGNING AUTHORIZATION, DIRECTLY FROM THE ULTIMATE BENEFICIAL OWNER.	ORIGINAL	BENEFICIAL OWNER

**\*FOR NON-INDIVIDUAL ENTITIES ONLY**

<b>COUNTRIES WITH 15% WITHHOLDING TAX RATES (10% RECLAIM AMOUNT)</b>		
ALBANIA	GERMANY	PAKISTAN
ARGENTINA	GREENLAND	POLAND
AZERBAIJAN REPUBLIC	ICELAND	PORTUGAL
AUSTRALIA	INDONESIA	SERBIA
AUSTRIA	IRELAND	SINGAPORE
BANGLADESH	ISRAEL	SLOVAK REPUBLIC
BARBADOS	ITALY	SLOVENIA
BELGIUM	IVORY COAST	SOUTH AFRICA
BULGARIA	JAMAICA	SOUTH KOREA
CANADA	JAPAN	SPAIN
CHILE	KAZAKHSTAN	SRI LANKA
CHINA	LATVIA	SWEDEN
CROATIA	LITHUANIA	SWITZERLAND
CZECH REPUBLIC	LUXEMBOURG	THAILAND
DENMARK	MALTA	UGANDA
EGYPT	MEXICO	UKRAINE
ESTONIA	MOROCCO	UNITED KINGDOM
FAEROE ISLANDS	NEPAL	UNITED STATES
FINLAND	NETHERLAND ANTILLES	VIETNAM
FRANCE	NETHERLANDS	ZAMBIA
GAMBIA	NEW ZEALAND	

<b>CONTACT DETAILS</b>	
PRIMARY CONTACT	STEPHANIE URUGUTIA
DOMESTIC PHONE / FAX (U.S.)	1-800-915-3536 / 1-800-985-3536
INTERNATIONAL PHONE / FAX	1-212-747-9100 / 1-212-747-0029
EMAIL ADDRESS	STEPHANIE_URUGUTIA@GLOBETAX.COM
COMPANY	GLOBETAX AS AGENT FOR BNY MELLON
STREET ADDRESS	90 BROAD STREET 16 <sup>TH</sup> FLOOR
CITY/STATE/ZIP	NEW YORK, NY 10004
ADDITIONAL CONTACTS	JENNY LIN; KASEY HARBES

## FREQUENTLY ASKED QUESTIONS (FAQs)

### RELIEF AT SOURCE QUESTIONS

QUESTION	ANSWER
IS THERE A RELIEF AT SOURCE PROCESS FOR THIS EVENT?	YES, PLEASE ELECT FAVORABLE POSITON VIA CA WEB.
WHAT DOCUMENTATION DO I NEED TO SUBMIT TO BNY MELLON TO RECEIVE THE FAVORABLE RATE VIA DTC?	NONE.
IS THE RELIEF AT SOURCE PROCESS FREE OF CHARGE?	NO. THIS TAX RELIEF AT SOURCE ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. FEES WILL BE CHARGED FOR THIS SERVICE OF UP TO \$0.005 PER DEPOSITARY RECEIPT WITH NO MINIMUM, AND ANY OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO BNY MELLON OR ITS AGENTS, INCLUDING THE CUSTODIAN OR TO TAX AUTHORITIES OR REGULATORS. FEES PAID TO BNY MELLON MAY BE SHARED WITH ITS AGENTS.
IS THE PROCESS FOR TAX RELIEF OFFERED BY BNY MELLON AN OPTIONAL PROCESS?	YES, THIS IS A DISCRETIONARY, OPTIONAL SERVICE.
MAY NORWEGIAN RESIDENTS BENEFIT FROM THE FAVORABLE RATE?	NO, THEY MAY NOT.
WHY MUST CHARITIES, PENSIONS, RICS, MULTI-HOLDER TRUST FUNDS, AND SIMILAR ENTITIES ELECT AT THE UNFAVORABLE RATE?	<p>THE NORWEGIAN TAX AUTHORITY HAS DETERMINED THAT BENEFICIAL OWNERS WHO ARE NOT SUBJECT TO TAX IN THEIR DOMICILED COUNTRY, OR WHO ARE NOT THEMSELVES THE ULTIMATE BENEFICIAL OWNER, DO NOT MEET ELIGIBILITY REQUIREMENTS TO CLAIM A REFUND.</p> <p>IF THE PARTICIPANT WISHES TO SUBMIT A LONG FORM CLAIM ON BEHALF OF THESE HOLDERS, BNY MELLON IN C/O GLOBETAX MAY, AT OUR DISCRETION, STILL ATTEMPT TO FILE THE CLAIM IN HOPES THAT THIS INTERPRETATION OF THE TREATY WILL BE REEVALUATED.</p>

## FREQUENTLY ASKED QUESTIONS (FAQS) (CONTINUED)

### QUICK REFUND QUESTIONS

QUESTION	ANSWER
WHAT IS THE QUICK REFUND PROCESS?	THE QUICK REFUND IS A LIMITED OPPORTUNITY, POST CA WEB WINDOW, FOR PARTICIPANTS WHO MISSED THE CA WEB WINDOW TO ELECT, OR WISH TO INCREASE THEIR FAVORABLE POSITION.
DO I NEED TO PHYSICALLY SEND ANY DOCUMENTS TO BNY MELLON IN ORDER TO PARTICIPATE IN THE QUICK REFUND PROCESS?	YES, YOU MUST SEND BNY MELLON A SIGNED ORIGINAL CA WEB ADJUSTMENT LETTER ON PARTICIPANT LETTERHEAD.
WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE QUICK REFUND PROCESS?	NO, YOU WILL BE PAID BY CHECK.
ONCE I SUBMIT A QUICK REFUND CLAIM, HOW LONG WILL IT TAKE TO BE PAID?	IT SHOULD GENERALLY OCCUR WITHIN APPROXIMATELY 4 MONTHS.
IS THE QUICK REFUND PROCESS FREE OF CHARGE?	NO. THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. QUICK REFUND APPLICATIONS RECEIVED POST DEADLINE WILL BE REJECTED. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.0075 PER DR FOR QUICK REFUND WITH A MINIMUM OF \$25.00, AND ANY OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO BNY MELLON OR ITS AGENTS, INCLUDING THE CUSTODIAN OR TO TAX AUTHORITIES OR REGULATORS. FEES PAID TO BNY MELLON MAY BE SHARED WITH ITS AGENTS.
IS THE QUICK REFUND PROCESS FOR TAX RELIEF OFFERED BY BNY MELLON AN OPTIONAL PROCESS?	YES, THIS IS A DISCRETIONARY, OPTIONAL SERVICE.



## FREQUENTLY ASKED QUESTIONS (FAQS) (CONTINUED)

### LONG FORM QUESTIONS

QUESTION	ANSWER
HOW LONG DOES IT TAKE FOR PAYMENT ON LONG FORM CLAIMS?	APPROXIMATELY 18 - 24 MONTHS.
DOES THE LONG FORM PROCESS HAVE A MINIMUM POSITION REQUIREMENT PER BENEFICIAL OWNER?	NO, ALL CLAIMS WILL BE PROCESSED, THOUGH THERE IS A MINIMUM FEE OF \$25 PER BENEFICIAL OWNER.
WHAT WILL THE FEE BE IF A BENEFICIAL OWNER'S CLAIM IS FOR LESS THAN \$50?	BNY MELLON IS WILLING TO SPLIT THE RECLAIMED FUNDS 50/50 FOR ANY BENEFICIAL OWNER RECLAIMING LESS THAN \$50.
WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE LONG FORM PROCESS?	NO, YOU WILL BE PAID BY CHECK.
IS THE LONG FORM PROCESS FREE OF CHARGE?	NO. THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.0075 PER DR FOR STANDARD LONG FORM RECLAIMS WITH A MINIMUM OF \$25.00. RECLAIMS RECEIVED POST DEADLINE CANNOT BE ASSURED AND MAY BE SUBJECT TO A PER BENEFICIARY FEE AS WELL AS OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO BNY MELLON OR ITS AGENTS, INCLUDING THE CUSTODIAN OR TAX AUTHORITIES. IN ADDITION, CHARGES MAY APPLY TO ANY LONG FORM CLAIMS REJECTED OR NOT ACCEPTED BY THE CUSTODIAN. FEES PAID TO BNY MELLON MAY BE SHARED WITH ITS AGENTS.
IS THIS LONG FORM PROCESS FOR TAX RELIEF OFFERED BY BNY MELLON AN OPTIONAL PROCESS?	YES, THIS IS A DISCRETIONARY, OPTIONAL SERVICE.

## DISCLAIMER

### ***Warning and Disclaimer:***

BNY Mellon will not be responsible for the truth or accuracy of any submissions received by it and following the procedures set forth herein or otherwise submitting any information, all participants and holders, whether or not agree to indemnify and hold harmless BNY Mellon and its agents for any and all losses, liabilities and fees (including reasonable fees and expenses of counsel) incurred by any of them in connection herewith or arising herefrom. BNY Mellon and its agents will be relying upon the truth and accuracy of any and all submissions received by them in connection herewith the tax relief process and shall hold all participants and DR holders of DRs liable and responsible for any losses incurred in connection therewith or arising there from. There is no guarantee that the applicable tax authorities will accept submissions for relief. Neither BNY Mellon nor its agents shall be responsible or liable to any holders of DRs in connection with any matters related to, arising from, or in connection with the tax relief process described herein. See also “**Agreements, Fees, Representations and Indemnification**” above.

All tax information contained in this Important Notice is based on a good faith compilation of information obtained and received from multiple sources. The information is subject to change. Actual deadlines frequently vary from the statutory deadlines because of local market conditions and advanced deadlines set by local agents. To mitigate risk it is strongly advised that Participants file their claims as soon as possible as the depository and/or their agents will not be liable for claims filed less than six months before the specified deadline. In the event that local market rules, whether implemented by a local agent or a Tax Authority, conflict with the information provided in the important notice, either prior to or after publication, the local market rules will prevail.

**EXHIBIT A – CA WEB ADJUSTMENT LETTER (QUICK REFUND ONLY)  
THIS DOCUMENT MUST BE PREPARED ON THE DTC PARTICIPANT’S LETTERHEAD**

\_\_\_\_\_  
(Date)

The Bank of New York Mellon as Depository  
C/O GlobeTax  
90 Broad Street, 16th Floor  
New York, New York 10004  
Attn: Norwegian Tax Reclaims

We, \_\_\_\_\_, hereby certify that the below indicated shares of **TGS NOPEC GEOPHYSICAL CO (CUSIP 87243K208)**, held over the Record Date of **May 8, 2015**, are entitled to the Favorable rate of 15% tax withheld at source on DR Pay Date of **June 1, 2015**. These shares are eligible for quick refund under the provisions between the applicable countries / states / territories and Norway Income Tax Treaty Convention.

**By certifying for the applicable withholding tax rate, we certify that the criteria listed below have been met.**

The Participant has determined that the beneficial owner of the shares (individual or legal entity) is a resident of the United States or another country that is eligible for the 15% Norwegian withholding tax rate as specified in the Important Notice.

If requested by the Norwegian Tax Authorities (directly or indirectly), the Participant agrees to provide BNY Mellon with any of the following information/documentation respecting each beneficial owner for whom a reduced tax rate has been elected: the full names, complete addresses, the countries of residence for tax purposes, dates of birth, taxpayer identification numbers (including social security numbers), as well as the number of depository receipts for which the reduced rate of withholding tax was certified, the rate that was applied, and any other information that may be reasonably requested, including possibly an IRS certification of U.S. residence on Form 6166.

**Security Name: TGS NOPEC GEOPHYSICAL CO (CUSIP 87243K208)**

	ORIGINAL CA WEB ELECTIONS	REVISED ELECTIONS
<b>FAVORABLE (85%):</b>	_____ DRs	_____ DRs
<b>UNFAVORABLE (75%):</b>	_____ DRs	_____ DRs

**Agreements, Fees, Representations and Indemnification of Participants and Beneficial Owners**

We hereby agree that this tax relief assistance service is wholly voluntary and discretionary and outside the terms and conditions of any applicable deposit agreement. We hereby accept and agree to pay the fees of BNY Mellon of up to \$0.0075 per Depository Receipt for the Quick Refund (with a minimum of \$25), and any other charges, fees or expenses payable by or due to BNY Mellon or its agents, including the (respective) custodian, in connection with the tax reclaim process, or to tax authorities or regulators (which fees, charges or expenses may be deducted from the dividend or any other distribution or by billing or otherwise in BNY Mellon’s discretion). We hereby agree that any such fees, charges or expenses may be due and payable whether or not a successful reduction in rate or reclamation is obtained. We hereby acknowledge that fees paid to BNY Mellon may be shared with its agents and affiliates.

We hereby agree that in addition to statutory and documentation requirements and the deduction of fees, tax reclaim benefits will be subject to review and approval by the applicable custodian and the applicable tax regulators, and that BNY Mellon is not providing any legal, tax, accounting or other professional advice on these matters and has expressly disclaimed any liability whatsoever for any loss howsoever arising from or in reliance hereto. Participants and/or investors should seek advice based upon their own particular circumstances from an independent tax advisor.

We certify that to the best of our knowledge each of the beneficial owners identified hereby are eligible for the preferential rates as stated herein and we declare that we have performed all the necessary due diligence to satisfy ourselves as to the accuracy of the information submitted to us by these beneficial owners.

We will be fully liable for any and all claims, penalties and / or interest, including without limitation, any foreign exchange fluctuations associated therewith. BNY Mellon shall not be liable for the failure to secure any refund. We expressly agree that BNY Mellon and its agents or affiliates shall not have any liability for, and we shall indemnify, defend and hold each of BNY Mellon and its agents and affiliates harmless from and against, any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including without limitation fees and expenses of defending itself or enforcing this agreement) arising out of or in connection herewith.

Certified By  
Authorized  
Signature

\_\_\_\_\_  
Date: \_\_\_\_\_

NAME

\_\_\_\_\_  
Phone: \_\_\_\_\_

TITLE

\_\_\_\_\_  
DTC PARTICIPANT NUMBER

PAYMENT ADDRESS

\_\_\_\_\_  
\_\_\_\_\_

**EXHIBIT B – FORMAT COVER LETTER (LONG FORM ONLY)**  
**THIS DOCUMENT MUST BE PREPARED ON THE DTC PARTICIPANT’S LETTERHEAD**

\_\_\_\_\_  
(Date)

The Bank of New York Mellon as Depository  
C/O GlobeTax  
90 Broad Street, 16th Floor  
New York, New York 10004  
Attn: Norwegian Tax Reclaims

Enclosed please find tax reclamation documents, which we are submitting on behalf of our clients who wish to avoid excess withholding tax on Norwegian DRs. We **[NAME OF DTC PARTICIPANT]**, also identified as DTC participant number **[DTC NUMBER]**, hereby state that each beneficial owner cited below held the respective amount of shares on the record date of **MAY 8, 2015** for the security **TGS NOPEC GEOPHYSICAL CO (CUSIP 87243K208)**.

Below is the list of beneficial owners and their holdings, which total **[TOTAL # OF DRs CITED BELOW]** DRs. As required the following documents are attached for each beneficial owner: **claim repayment letter, certification of payment, certificate of residency, and signing authorization. The ratio for TGS NOPEC GEOPHYSICAL CO is 1 DR to 1 Ordinary share.** The beneficial owner information is as follows:

<u>Beneficial Owner Name</u>	<u>Address</u>	<u>Taxpayer I.D. Number</u>	<u># of DRs</u>	<u># of ORDs</u>	<u>RECLAIM %</u>
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- 1)
- 2)
- 3) etc.

Note: For more than 7 Beneficial Owners, please provide an excel breakdown of share owner information We ask that BNY Mellon apply to the Norwegian Tax Authorities for the reduced withholding tax rate on the above beneficial owners’ behalf. Please contact the undersigned at **[SIGNATORY’S TELEPHONE NUMBER]** should you have any questions.

**Agreements, Fees, Representations and Indemnification of Participants and Beneficial Owners**

We hereby agree that this tax relief assistance service is wholly voluntary and discretionary and outside the terms and conditions of any applicable deposit agreement. We hereby accept and agree to pay the fees of BNY Mellon of up to \$0.0075 per Depository Receipt for Long Form (with a minimum of \$25), and any other charges, fees or expenses payable by or due to BNY Mellon or its agents, including the (respective) custodian, in connection with the tax reclaim process, or to tax authorities or regulators (which fees, charges or expenses may be deducted from the dividend or any other distribution or by billing or otherwise in BNY Mellon’s discretion). We hereby agree that any such fees, charges or expenses may be due and payable whether or not a successful reduction in rate or reclamation is obtained. We hereby acknowledge that fees paid to BNY Mellon may be shared with its agents and affiliates.

We hereby agree that in addition to statutory and documentation requirements and the deduction of fees, tax reclaim benefits will be subject to review and approval by the applicable custodian and the applicable tax regulators, and that BNY Mellon is not providing any legal, tax, accounting or other professional advice on these matters and has expressly disclaimed any liability whatsoever for any loss howsoever arising from or in reliance hereto. Participants and/or investors should seek advice based upon their own particular circumstances from an independent tax advisor.

We certify that to the best of our knowledge each of the beneficial owners identified hereby are eligible for the preferential rates as stated herein and we declare that we have performed all the necessary due diligence to satisfy ourselves as to the accuracy of the information submitted to us by these beneficial owners.

We will be fully liable for any and all claims, penalties and / or interest, including without limitation, any foreign exchange fluctuations associated therewith. BNY Mellon shall not be liable for the failure to secure any refund. We expressly agree that BNY Mellon and its agents or affiliates shall not have any liability for, and we shall indemnify, defend and hold each of BNY Mellon and its agents and affiliates harmless from and against, any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including without limitation fees and expenses of defending itself or enforcing this agreement) arising out of or in connection herewith.

Certified By  
Authorized  
Signature

\_\_\_\_\_  
NAME Date: \_\_\_\_\_

\_\_\_\_\_  
TITLE Phone: \_\_\_\_\_

\_\_\_\_\_  
DTC PARTICIPANT NUMBER

PAYMENT ADDRESS

**EXHIBIT C – NORWEGIAN TAX RECLAIM LETTER (LONG FORM ONLY)**  
**THIS DOCUMENT MUST BE PREPARED ON THE DTC PARTICIPANT’S LETTERHEAD**

\_\_\_\_\_  
(Date)

The Bank of New York Mellon as Depository  
C/O GlobeTax  
90 Broad Street, 16th Floor  
New York, New York 10004  
Attn: Norwegian Tax Reclaims

RE: Issue: **TGS NOPEC GEOPHYSICAL CO** CUSIP#: **87243K208**  
DR Record Date: **MAY 8, 2015** DR Payable Date: **JUNE 1, 2015**  
DTC Participant #: \_\_\_\_\_ Total DR Shares on Record Date: \_\_\_\_\_  
Beneficial Owner Name: \_\_\_\_\_  
Beneficial Owner Address: \_\_\_\_\_  
Type of Account: \_\_\_\_\_ DR Shares held: \_\_\_\_\_  
Gross Dividend Paid (NOK): \_\_\_\_\_ Ordinary Shares held: \_\_\_\_\_  
W/H Tax Amount (NOK): \_\_\_\_\_ Ratio: **1 DR = 1 ORD**  
10% / 25% Amount Claimed (NOK): \_\_\_\_\_  
Beneficial Owner Type (i.e.: individual, trust, investment fund, corporation, etc):

**Enclosed are the following documents required to file a Norwegian tax reclaim (please check):**

- \_\_\_\_\_ Copy of relevant portion(s) of the trustee/custodial agreement or Power of Attorney allowing DTC Participant to sign on behalf of the beneficial owner.
- \_\_\_\_\_ IRS Form 6166 or a Treasury Determination Letter or Foreign Tax Authority Certificate
- \_\_\_\_\_ Certification (Proof of Payment)
- \_\_\_\_\_ Norway Non-Individual Questionnaire (completed by Beneficial Owner)\*
- \_\_\_\_\_ Documentation (such as a Plan Document) which spells out the legal nature of the Beneficial Owner in their home country.\*
- \_\_\_\_\_ Attestation
- \_\_\_\_\_ Declaration of Beneficial Owner

**\*For non-individual entities only**

We ask that BNY Mellon, as Depository, apply to the Norwegian Tax Authorities for the reduced withholding tax rate on the above beneficial owner’s behalf. Please contact the undersigned at **[SIGNATORY’S TELEPHONE NUMBER]** should you have any questions.

Sincerely,

\_\_\_\_\_  
(Beneficial Owner/ Trustee/Custodian) Telephone Number: \_\_\_\_\_

\_\_\_\_\_  
(Beneficial Owner/ Trustee/Custodian Address)

**EXHIBIT D – CERTIFICATE OF DIVIDEND PAYMENT (LONG FORM ONLY)  
THIS DOCUMENT MUST BE PREPARED ON THE DTC PARTICIPANT’S LETTERHEAD**

**ALL AMOUNTS MUST BE IN NORWEGIAN KRONER (NOK)**

CERTIFICATION OF PAYMENT

[DTC Participant Name] hereby certifies that the following beneficial owner (holding the security **TGS NOPEC GEOPHYSICAL CO** DRs (CUSIP # 87243K208 ISIN# NO0003078800) was a holder of record on **May 8, 2015**. The beneficial owner was paid the dividend less the 25% withholding tax at source and is entitled to the [Refund] % tax refund stipulated under the provisions of the [Country of Residence of the Beneficial Owner] – Norway Income Tax Treaty Convention

We hereby certify that we have paid the dividend to the beneficial owner of the following securities on **June 1, 2015**.

Agent: [DTC Participant Name]  
[DTC Participant Number]

Beneficial Owner: [Beneficial Owner Name]  
[B/O Address]  
[B/O City State Zip Code]  
[B/O Country of Residence]

Security: TGS NOPEC GEOPHYSICAL CO

Ordinary Pay date: May 21, 2015

Ex-date: May 7, 2015

Shares held: [Number of Ordinary Shares Held]

Dividend Rate: 8.5 NOK per share

Gross Dividend: [Gross Dividend]

Amount of Tax Withheld (25%): [Amount of Tax Withheld]

Refund Amount Due ([Reclaim]%) : [Amount of Refund]

Certified By  
Authorized Signature [Sign Here] \_\_\_\_\_ Date [Today's Date]

NAME \_\_\_\_\_  
TITLE \_\_\_\_\_  
INSTITUTION \_\_\_\_\_

**EXHIBIT E – PROOF OF SIGNING AUTHORIZATION (POA) - (LONG FORM ONLY)  
THIS DOCUMENT MUST BE PREPARED ON THE DTC PARTICIPANT’S LETTERHEAD**

Date:

Power of Attorney

**(Full name of the Authorized Signatory on the claims)** is hereby authorized by the **(DTC Participant Name)** to sign on behalf of our client **(Beneficial Owner Name)** in processing Norwegian Tax Reclaims. This declaration is being made for the purpose of requesting that the Norwegian Tax Administration refund the excess Norwegian tax withheld at its source on income.

This Power of Attorney shall remain in effect until terminated upon five days prior written notice of its intent to terminate.

**DTC Participant Name/Address:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**(DTC Participant stamp or seal)**

Depository #: DTC #\_\_\_\_\_

\_\_\_\_\_  
Full name of Authorized Legal Representative

**\*\* The Authorized Legal Representative cannot be the above mentioned Authorized Signatory\*\***

Name: Full name of Authorized Legal Representative

Title:

Date:

Place: DTC Participant Address

**EXHIBIT F – NON-INDIVIDUAL QUESTIONNAIRE  
(LONG FORM, NON-INDIVIDUALS ONLY)**

**NORWAY NON-INDIVIDUAL CLAIM QUESTIONNAIRE**

**Full Beneficial Owner Name:** \_\_\_\_\_

**Tax ID #:** \_\_\_\_\_

- 1) Does the entity invest its own capital or does it invest capital belonging to other persons or entities, on their behalf?
- 2) Can the investors individually decide how or where the capital is invested?
- 3) If yes, does their decision influence the size of a possible future pension or investment income?
- 4) Are the dividends from Norway redistributed to the investors, are they distributed as dividends or as any other type of income?
- 5) If they are distributed as dividends, are they regarded as Norwegian dividends or as dividends from a <COUNTRY OF RESIDENCE FOR TAX PURPOSES> company?
- 6) We would also like to know who the investors are, i.e. are they private persons, companies or institutions?
- 7) Is the entity open to for instance to <COUNTRY OF RESIDENCE FOR TAX PURPOSES> investors only or may other investors resident for tax purposes outside the <COUNTRY OF RESIDENCE FOR TAX PURPOSES> invest?
- 8) Whereas taxation is concerned, we need information on who is actually taxed on the dividends from Norway as such?
- 9) Who is entitled to the entity's capital if the entity is dissolved?
- 10) Is the entity tax exempt? If so, is it fully or partially exempt?



**EXHIBIT G – ATTESTATION – (LONG FORM ONLY)**  
**THIS DOCUMENT MUST BE PREPARED ON BENEFICIAL OWNER’S LETTERHEAD**

**NORWEGIAN ATTESTATION ORDINARY TAX RECLAIM**

I/We, **FULL BENEFICIAL OWNER NAME**, Tax ID **XX-XXXXXXX**, do hereby certify that I/we am/are the beneficial owner of **X,XXX DRs**, representing **X,XXX Ordinary Shares of TGS NOPEC GEOPHYSICAL CO**, Ordinary Pay-date: **May 21, 2015** and that the dividends were received by the below beneficial owner/claimant and tax was withheld at **25%**.

In support to the above certification, I/We further certify that I/We am/are able to document:

1. that I/We am/are a resident of **[TREATY COUNTRY OF RESIDENCE]** (see Certificate of Residence enclosed);
2. that I/We am/are liable to tax in the above country; and
3. that I/We am/are the beneficial owner of the shares and the dividend and that the dividend is accumulated in assets and is part of the taxable income in **[TREATY COUNTRY OF RESIDENCE]** as described above so that the dividend is included in the balance sheet and in the taxable income of claimant.
4. that I/We am/are not a transparent partnership, trust, or estate.
5. that I/We do not have a tax domicile in Norway and/or the company is not registered in Norway.
6. that by signing this document I confirm that I have the corporate power to issue this attestation so that it is valid and legally binding on behalf of the company.

Signed .....

Date .....

**EXHIBIT H – DECLARATION OF BENEFICIAL OWNER – (LONG FORM ONLY)**

CUSTODY ACCOUNT NUMBER: 50050013262  
 WITHHOLDING TAX RATE ON THE SAFEKEEPING ACCOUNT **25%**

Beneficial Owner name	Tax identification number from the BO's country of domicile	ISIN	Security name	Dividend per share (NOK)	Ex-Date	ORD Record date	ORD Pay date	# of shares on record date	Total dividend payment (NOK)	Amount of tax withheld (NOK)	Currency	Reclaimed amount (NOK)
		NO0003078800	TGS NOPEC GEOPHYSICAL CO	8.5 NOK	May 7, 2015	May 8, 2015	May 21, 2015				NOK	
							Total Reclaimed Amount					

\_\_\_\_\_  
 Beneficial Owner Name and Address

This document must be signed by the Beneficial Owner

**EXHIBIT I – ADDITIONAL AUTHORIZATION LETTER – (LONG FORM ONLY)**

**AUTHORIZATION LETTER REQUIRED FOR NORWEGIAN TAX RECLAIM FILINGS**

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**Authorization**

**Final Beneficiary Details**

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

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

Country of Residence: \_\_\_\_\_

Tax ID # (USA Only): \_\_\_\_\_

Custodian (Participant): \_\_\_\_\_

**Authorization**

The final beneficiary has authorized **BNY Mellon in C/O GlobeTax**, and/or its agents, to submit applications for the reimbursement of Norwegian withholding tax in their name and on their behalf and to receive any corresponding refund amounts on their behalf, and to undertake any necessary communication with the Norwegian Tax Authority (NTA) in their name.

\_\_\_\_\_  
Date, Place