TGS Management Remuneration Policy

INTRODUCTION FROM THE CHAIR OF THE COMPENSATION COMMITTEE

The Board of Directors has prepared the following guidelines (“remuneration policy”) for the Executive Management Team’s compensation to be approved at the 2023 Annual General Meeting. An important role for the Board is to secure that the remuneration policy enables the Company to attract, engage and retain executives in key geographic markets to deliver on the business strategy and contribute to the long-term interests and sustainability of TGS. As the transformation of the Company continues, it is critical for the company to have access to executives with relevant professional and international experience.

The guidelines will be subject to approval by the Annual General Meeting when there is a material change and at least every fourth year in accordance with the Norwegian Public Limited Liability Companies Act, section 6-16a and supplementing regulations. A key principle for the Board of Directors is to secure that the compensation to Group Executive Management is competitive and that compensation is set with due regard to the principle of moderation. It is the Board of Directors’ assessment that the remuneration policy supports the business strategy, long-term interests and sustainability of the company and meets expectations from the Company’s different stakeholders.

Subject to the approval of the Annual General Meeting, May 10, 2023, this Policy replaces the previous remuneration policy approved on May 11, 2022.

REMUNERATION POLICY

Compensation to the Board of Directors

The compensation of the Board of Directors is, in accordance with the Public Limited Liability Companies Act, decided by the shareholders at the Annual General Meeting following a recommendation from the Nomination Committee.

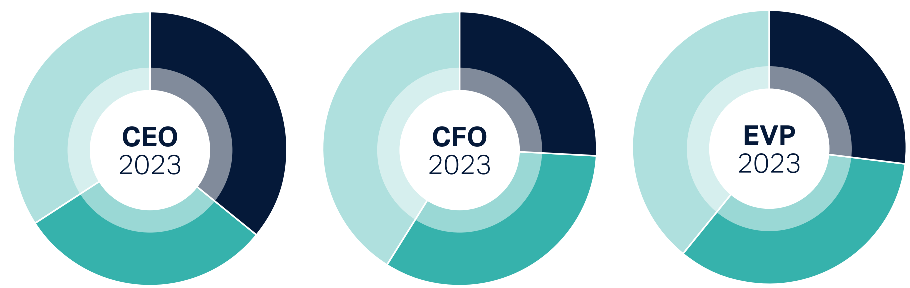
Key Principles for Executive Compensation

TGS is an international company operating in the global energy data industry. As a result, the Company’s employee base, including its executive team, is and needs to be largely international. The main purpose of the Company’s remuneration of executives is to foster a strong and sustainable performance-based culture that contributes to TGS’ business strategy, long-term interests and financial sustainability. To achieve this, the Company’s remuneration policy and practices must be competitive within the markets in which TGS operates to enable it to attract and retain talented people with the desired skills. TGS’ remuneration policy and terms are aligned with the Company’s overall values and tied closely to corporate goals.

Compensation Structure

- The key remuneration elements for executives at TGS are:
- Fixed remuneration: annual base salary
- Variable pay: Short-Term Incentive (STI) Plan and Long-Term Incentive (LTI) Plan
- Benefits in-kind: standard employee benefits (e.g., pension, insurance)

TGS targets base salaries slightly below market relative to peers (targeting the 40th percentile) with total cash compensation, defined as base salary and a variable cash bonus, targeting between the 50th and 75th percentile of the market average in years where the Company performs above market. This mix of base salary and cash bonus for executives is heavily weighted to the variable pay element to align executives with the same risk and rewards as its shareholders.



	CEO 2023	CFO 2023	EVP 2023
Base Salary	34%	41%	39%
STI Target	36%	26%	27%
LTI Target	30%	33%	34%

The table below shows the key elements in our executive remuneration policy and a more detailed description of each element.

Remuneration Element	Objective	Award Level	Performance Criteria
Base Salary (cash component)	Base salary in combination with STI and LTI should attract and retain executives	Targeting 40th percentile of our peer group	Base salary is subject to annual review with performance assessed based on the fulfillment of pre-defined goals
Short-Term Incentive (STI) (one-year, cash component)	Drive and reward individuals for annual achievement of business objectives and maintain a strong link between compensation and the Company's performance	Target Total Cash Compensation (Base Salary + STI) above 50th and up to 75th percentile of the market in years where the Company performs above market	Target STI is set based on individual level of responsibility, individual contribution and performance. Actual payout is a direct function of the Company's operating profit
Long-Term Incentive (LTI) (three-year plan, equity component)	Strengthen the alignment of top management and shareholder interests and retention of key employees	Award on grant at target, 1x base salary for CEO and less than 1x average of base salary for CFO and other executives	Participation in the LTI Plan and the size of the award is reflective of the level and impact of the position. Performance criteria for payout based on ROACE target, Relative ROACE, and HSE and ESG performance
Benefits	Industry competitive pension and insurance plans Employee Share Purchase Plan (ESPP)	U.S.: 6% 401k matching; Norway: between 5.6%/15% below/above 7.1G (12G cap); UK: up to 7.5% Option to purchase up to 100 shares per period (200 per year) at a 15% discount to market price	N/A

Base Salary

Competitive base salary levels are critical for attracting and retaining people who are skilled and motivated to deliver results and long-term value creation for the Company and its stakeholders.

Base salaries are set and adjusted based on the local market and business context, the scope of the role and responsibilities, and the individual's experience and competence level relevant to the role. On a regular basis, TGS participates in salary surveys and conducts compensation benchmarking to ensure that salary levels are competitive and in line with local market practice. To secure moderation in its pay setting practices, TGS targets the below the median (40th percentile) when benchmarking compensation and setting salary levels.

Salaries are reviewed on an annual basis, taking the following key considerations into account:

- Business performance and local market economic indicators
- Salary level relative to the local market (ref. benchmarking)
- The individual's performance and impact on the business

Short-Term Incentive

The TGS STI Plan is a profit-focused incentive plan aimed to motivate all employees, including the Executive Management Team, to drive annual results and corporate strategy. Following satisfaction of eligibility requirements, all employees are eligible to participate in the STI Plan, which is a cash-based plan whose payout is determined based upon the Company's performance in relation to financial and strategic metrics.

The STI Plan is linked to operating profit and funded through an allocation of a percentage of the Company's budgeted EBITDA. Individual short-term incentive bonus targets are set at the beginning of each plan year following determination of the STI Plan bonus pool. The target for each executive is based on the individual's level of responsibility in the organization, individual contribution, performance versus previous year goals and relevant local market data. The company targets Total Cash Compensation (base salary + STI) to be above 50th and up to 75th percentile of the market in years where the Company performs above market. Since 2016, the Board of Directors has implemented a cap on the total payout of each annual STI Plan between 1.5x and 2x annual target.

The STI Plan includes a financial component (weighted at 75%) linked to EBITA, taking into account depreciation and multi-client costs, and strategic KPIs (weighted at 25%) linked to corporate and business group annual goals. The strategic KPIs are tied to annual goals aimed at positive cash flow, achievement of key objectives related to customers, people, strategic advancement and HSE/ESG. The KPIs are reviewed each year as part of a group-wide Corporate and group goal-setting process with input from the Board of Directors. This bonus structure provides a good measure of cash generation, retains a connection to profitability, eliminates amortization thereby easing variability, and incorporates achievement of key strategic goals in sustainability, technology and new energy solutions. An example of the STI Plan structure is set out below:

KPI	Description	Weight	Max Target
Financial Performance	Tied to operating performance and based upon the Company's achieved EBITA, taking into account depreciation and multi-client costs, as compared to budget on a quarterly basis	75%	125%
Seismic Acquisition	Focus on advancing Seismic Acquisition business as measured by annual KPIs which may be based upon positive free cash flow, long-term contract targets, achievement of technology milestones, revenue targets, etc.	5%	5%
ESG/HSE	Advance ESG/HSE strategy as measured by annual KPIs which may be based upon Total Recordable Case Frequency, biodiversity goals, emissions targets, etc.	5%	5%
Digital Energy Solutions	Focus on developing Digital Energy Solutions business as measured by annual KPIs which may be based upon positive free cash flow, group revenue targets, organic growth meeting budget, new customer accounts, etc.	5%	5%
Imaging Performance	Focus on improving Imaging Performance as measured by annual KPIs which may be based upon achievement of software milestones, implementation of new technologies, customer feedback, etc.	5%	5%
Multi-client	Focus on expanding customer base which may be measured by annual KPIs targeting new customer accounts, national oil companies, revenue targets, etc.	5%	5%

The portion of the bonus target tied to financial performance in a plan year is paid quarterly following announcement of quarterly financial results, and the portion of the bonus tied to strategic performance is paid out annually. If the Board anticipates that the upcoming quarter(s) will result in a negative metric, the plan includes a withholding provision that may be instituted at the Board's discretion for the financial performance portion of the bonus.

TGS reserves the right to demand the repayment of any cash performance bonus that was paid based on facts that were self-evidently incorrect or as the result of misleading information supplied by the individual in question.

The Board of Directors may also award a discretionary bonus to employees and the Executive Management Team from time to time in recognition of major changes in the Company's structure, special strategic initiatives or effects from significant extraordinary items.

Long-Term Incentive

The LTI Plan of the Company aims to align the interest of the leadership of the Company and shareholders, contribute to long-term value creation, and retain leaders and key talent across the Company. Since 2015, the Company's LTI includes both an annual equity-based Performance Share Unit (PSU) Plan, with performance against various metrics measured over a three-year period, for executives and certain non-executive senior management, and an annual Restricted Stock Unit (RSU) Plan for other key employees. A limited number of share-based long-term incentive awards are usually issued each year upon authorization from shareholders at the AGM.

LTI Pool

Each year, the Company will seek approval from the shareholders at the AGM for the total amount of shares to be provided for under the LTI Plan. In determining LTI share pool, the Company takes into account potential dilution, value of the shares, prior plan performance, succession and organizational planning, and retention concerns. The Company aims that the total share pool for the LTI remain under 1% dilution and that sufficient shares are provided to ensure competitive overall compensation and retention incentives to Executive Management, non-executive leadership and key talent.

PSU Plan

The Executive Management Team and other non-executive members of TGS' leadership participate in the annual PSU Plan. The purpose of the Company's PSU plan is to ensure TGS' Executive Management Team and leadership's interests are aligned with shareholder interests, to provide retention incentives to TGS' leadership and Executive Management Team, and contribute to an overall competitive total compensation package.

The PSU Plan provides the participant with the ability to earn the equivalent number of common shares of TGS stock, at a specified par value, subject to the Company's financial and corporate performance over a three-year period of time and continued employment. Each plan will vest three years following the award subject to the Company's achievement under the specified plan KPIs.

The Company applies financial and strategic measures aimed at driving long-term business results and value creation for the Company and shareholders. The performance criteria are set with minimum thresholds and targets a payout at 60% of grant with a stretch target to 100% of grant. No shares will be earned in each category if final values are below the performance threshold. A cash bonus in an amount equivalent to dividends paid on TGS common shares will accrue on PSUs that are ultimately awarded. The Board of Directors may adjust the thresholds to reflect major changes in the Company's structure or effects from significant extraordinary items. The Board believes that the target metrics under the PSU Plan are sufficiently challenging and should align with shareholder expectations. The following chart provides an example of the metrics, thresholds and targets under the PSU Plan:

Example PSU Plan	Performance	Percentage Payout
Metric 1: Relative ROACE	Below 50th percentile	0% Below Threshold
TGS ROACE relative to peer group	50th to 75th percentile	20% Target
Peer Group: Aker Solutions, Fugro, CGG, PGS, Helix Energy Solutions, Oil States International, Hunting, Forum Energy Technologies, Core-Lab, Dril-Quip and SLB	3rd	30%
	2nd	35%
	1st	40% Stretch (Max)
Metric 2: Absolute ROACE*	**13%**	0% Below Threshold
EBIT/Average capital employed	**16%**	20% Target
(3-year Plan Period)/3	**19%**	40% Stretch (Max)
Metric 3: HSE and ESG	HSE	10% Target
	ESG	10% Target

*Absolute ROACE threshold based upon prior year's actual ROACE or at 4% if prior year ROACE was 4% or less.

RSU Plan

As part of TGS' LTI Plan, shares are allocated to a restricted stock units (RSU) plan for issuance to other key employees in the Company. Executives will not qualify for RSUs. The RSU Plan provides key employees with the ability to earn the equivalent number of common shares of TGS stock, at a specified par value, subject to satisfactory performance against their goals over a three-year period of time and continued employment. The individual performance goals will be based on the performance criteria tied to annual goals that support the corporate targets for ROACE, sustainability and strategic initiatives. On average, since the Company started issuing RSU shares in 2015, 79% of issued RSUs have vested or are expected to vest. Employees forfeit shares for failing to achieve satisfactory performance against their annual goals and if they leave the company prior to vesting. Of employees issued RSUs, 65% remain employed at TGS.

Employee Share Purchase Plan

In 2019, TGS implemented an Employee Share Purchase Plan (ESPP) pursuant to which eligible employees are allowed to purchase common shares of the Company at a discount through payroll deductions. The ESPP intends to encourage broader share ownership among TGS employees to further increase alignment with shareholders.

Under the ESPP, participating employees will save money through voluntary, after-tax payroll deductions over a period of six months (the Offer Period). Upon completion of the Offer Period, employees will have the option to use the savings to purchase TGS stock at a 15% discount to the market price at the time of purchase. The plan sets a maximum amount of savings that can be accumulated during each Offer Period, resulting in a maximum purchase of approximately 100 shares per employee per Offer Period (approximately 200 shares per participant per year). The Executive Management Team can buy shares on the same terms as regular employees. The ESPP is limited to 1,000,000 shares that may be acquired during the life of the plan. Shares will be purchased from the open market and no shares will be issued by TGS; therefore, there will be no dilution of existing shareholders.

Employees and members of the Executive Management Team may participate in the ESPP subject to meeting a short service requirement for eligibility and where allowed in accordance with local law and regulations.

Pension

The TGS Executive Management Team participates in the TGS pension plan offered to employees (i.e., 401k in the U.S.) in the local jurisdictions and administered in accordance with local customs and policies. The pension plan is assessed annually based on a review of market and peers in each geography and no special or additional pension contributions or additional, "top-hat" pension plans or benefits are provided to executives by the Company. TGS will make the following maximum pension contributions (as a percentage of cash compensation) to executives depending on location:

- 6% 401k matching in U.S.;
- Between 5.6%/15% below/above 7,1 G (12G cap) pension in Norway; and
- Up to 7.5% contribution in U.K.

Benefits

The TGS executive team and their dependents are also provided with the option to participate in health and death insurance benefits as generally available to employees of TGS and in accordance with local custom and policy. In addition, executives are offered an annual medical/health assessment.

OTHER TERMS OF EMPLOYMENT

Shareholder Requirement

In 2014, the Board implemented share ownership guidelines for executives. These guidelines are designed to encourage long-term share ownership by requiring each executive to retain the equity granted through the LTI Plans, such that the awarded equity (once vested), together with any other shares that may be held by the executive, meet certain ownership levels:

- CEO: 4x base salary
- CFO: 2x base salary
- Executive: 1x base salary
- Non-executive Senior Management: 1x base salary

An executive or non-executive senior manager has five years from the date the executive is first subject to the guidelines to meet the required level of ownership. If an executive or non-executive senior manager becomes subject to a higher multiple, they have three years from the effective date of the promotion to acquire ownership of the incremental shares. If an executive or non-executive senior manager does not meet the share ownership guidelines, the executive must retain all shares awarded from any LTI Plan until the requirement is satisfied.

For the purposes of calculating the value of the shares held, the greater of (a) the average of the closing prices of the shares on each trading day in December on the Oslo Stock Exchange and (b) the closing price of the shares on the Oslo Stock Exchange on the date the shares were acquired, is used.

External Hiring

When members of the Executive Management Team are recruited externally, the Company may offer sign-on compensation at a reasonable level for forfeited incentive opportunities and/or other material compensation changes as result of recruitment to TGS. The compensation will consider the vehicle, expected value and timing of forfeited awards, and preferably be offered in company shares, alternatively in cash with a claw back period in case of voluntary notice. Sign-on compensation will only be applied in special situations with the aim to attract critical competence and achieve sustainable total compensation levels.

Appointments Resulting from M&A

When members of the Executive Management Team are appointed following a merger or acquisition, the Company may offer compensation at a reasonable level for forfeited incentive opportunities and/or other material compensation changes as a result of the transfer to TGS. The compensation will consider the vehicle, expected value and timing of forfeited awards and preferably be offered in company shares, alternatively in cash with a claw back period in case of voluntary notice.

Relocation

Where the Company retains members of Group Executive Management from a different country and requires an executive to relocate for employment, the Company can cover reasonable costs related to the relocation of the executive and their family to ease the transition and settling into a new country. Normally costs will be covered for such items as a temporary housing and vehicle allowances, schooling for children, moving fees, tax counseling and preparation services, and assistance with the visa or residency process.

Retention

Retention bonuses can be used in cases where critical employees' retention is of importance to the Company, typically, in situations of restructuring or reorganization. The Executive Management Team may be eligible for a retention payment for agreements issued prior to appointment to the Executive Management Team, or at the transition from another company into TGS. The bonus will preferably be offered in company shares, alternatively in cash with a claw back period in case of voluntary notice.

Severance and Change-of-Control

In the event of termination of employment by the Company without cause or for good reason, or termination of employment following a change-of-control, the Company will provide for severance pay for members of the Executive Management Team where required by local law and/or the terms of an individual's employment agreement. In extraordinary situations, it may also be applied to facilitate an agreement to discontinue the employment, where a member of the Executive Management Team gives notice pursuant to a written agreement with the Company.

Current members of the Executive Management Team with employment contracts that include an entitlement to severance pay in the event of termination of employment by the Company without cause or for good reason, or termination of employment following a change-of-control, include the CEO, CFO and EVP of Acquisition. In those circumstances, the CEO and CFO are each entitled to severance pay equal to 1x their highest annual base salary in effect during the three years that immediately precede the date of termination from the expiration of the notice period. The EVP, Acquisition, is entitled to severance pay equal to 1x current annual Company base salary in effect at the time of termination or 2x prior base salary as CEO of Magseis Fairfield, pro-rated as per the term of his agreement, whichever is higher. Except in the event of a change-in-control where it is paid as a lump sum, the severance pay will be paid out over the following one-year period. The Company may issue employment contracts to other members of the Executive Management Team that include severance provisions for termination without cause or good reason or in the event of a change-in-control that do not otherwise exceed the aforementioned terms and take into consideration the individual's role, tenure and contributions to the Company.

An individual's own resignation generally will not trigger severance payment, and the severance payment will also be forfeited in cases of summary dismissal from the company for gross breach of duty or other material breach of the employment contract.

Any severance pay entitlement is conditional upon waiver of employee protection rights under local law and continued compliance with restrictive covenants. If a non-compete cause or other restriction on termination is enforced against a member of the Executive Management Team, they may be entitled to compensation in accordance with applicable law and/or agreement.

Incentive claw back

The Company has claw back provisions in relation to the Short-Term Incentive whereby the Company may demand repayment for any performance-related remuneration paid based upon facts that were self-evidently incorrect or as a result of misleading information. Further, if the Board anticipates that the upcoming quarter(s) will result in a negative metric, the plan includes a withholding provision that may be instituted at the Board's discretion for the financial performance portion of the bonus.

COMPENSATION GOVERNANCE

Compensation Committee

The process for implementing or changing the remuneration policy, and the remuneration for the Executive Management Team of TGS, is in accordance with the provisions of the Norwegian Public Limited Liability Companies Act sections 5-6 and 6-16a and the Board's rules of procedure.

The Board of Directors has established a Compensation Committee with responsibility for reviewing executive remuneration and making recommendations for the remuneration report and any changes in the remuneration policy (as well as at least every four years) to the Board and relevant votes at Annual General Meetings. Any substantial changes to the policy shall be presented and explained by the Board and approved by the Annual General Meeting. In any case, the Board submits the policy to the Annual General Meeting for approval at least every four years.

The Compensation Committee also retains an independent third-party compensation benchmarking firm to assess and recommend changes to TGS' executive compensation practices relative to the market. This includes an annual review of the TGS peer group for executive compensation purposes. TGS aims for a peer group that includes energy and data-focused industry peers of similar size considering revenue, market value, EBITDA, ROE and ROACE, as well as similar operating characteristics. TGS is positioned in the middle of the range, on average, across size metrics.

Potential Deviations from the Policy

The Public Limited Liability Companies Act permits the Board to temporarily deviate from the policy, in special circumstances, provided that such deviation is considered necessary to serve the Company's long-term interest and sustainability of the Company as a whole, or to assure its viability. The Compensation Committee will consider all deviations from the policy before the decision is made by the Board.

The Board has full discretion to determine whether to deviate from the policy when considering all relevant factors, including but not limited to:

- Changes in or amendments to the relevant law, rules or regulations;
- Changes to the remuneration of the CEO in order to ensure that the Company can provide competitive terms to secure the right candidate for the role as CEO;
- Changes to the Group's capital structure or ownership (mergers, demergers or acquisitions);
- Events that cause the targets or conditions for remuneration to no longer be appropriate; and
- Other exceptional circumstances where such deviation may be required to serve the long-term interest or sustainability of the Company or to assure its financial viability.

Deviations from this policy and the background for any such deviation shall be described in the annual remuneration report to be prepared for each financial year by the Board in accordance with section 16-6b of the Public Limited Liability Companies Act. In the event that a deviation is continued so that it cannot be deemed temporary, the Board shall update this policy and propose that the updated policy is resolved by the Annual General Meeting as soon as practically possible.

Changes to the Remuneration Policy

The following changes have been made since the previous remuneration policy, approved at the 2022 Annual General Meeting:

- The executive compensation philosophy was modified to target executive base salaries at the 40th percentile while continuing to target total cash compensation (base salary plus short-term incentive) above the 50th and up to the 75th percentile in years where the company performs above market
- Short-Term Incentive, Long-Term Incentive, Severance have been expanded
- New paragraphs were added: Potential Deviations from Policy, External Hiring, M&A, Relocation, Retention