

To the shareholders of Scan Geophysical ASA

(this translation into English has been provided for information purposes only)

Oslo, 22 May, 2009

CEO Lars Johan Frigstad presented the 1st quarter report on 15 May 2009. With reference to the nominating committee's letter dated 12 May, Frigstad advised that no final agreement had been reached with ABG shipyard in respect of the three new buildings under construction. The new deadline for an agreement is 15 June 2009.

Therefore it is still difficult for the nominating committee to suggest new board member candidates for the new board in Scan Geophysical ASA until the rather radical changes in the company's operational strategy are defined.

The nominating committee has recently received the copy of a letter to Scan Geophysical ASA in which several major shareholders inform that they no longer have trust in chairman Trond Bjørnøy. The letter is not attached here, but it is available on request for the shareholders who wish to see it by contacting one of the letter's signatories: former board members Jann K. Lindberg (jann@jklas.com) or Nils Trulsvik (ntrulsvi@online.no). Just as Trond Bjørnøy opened for in the calling for the general meeting, Trulsvik and Lindberg also open for the shareholders to give their representative Renate Mørch (renate.morch@mcgeophysical.no) proxies. (proxy form is attached)

The nominating committee's statement on the election of a new board

In the nominating committee's opinion today's board is too large in order to be able to operate effectively facing tomorrow's challenges. Based on the above and on suggestions from and discussions with several shareholders, the nominating committee suggests the two board members up for election, chairman of the board Trond Bjørnøy and board member Astrid Koppernæs, not to be re-elected.

The nominating committee therefore proposes that the board remains with the current members who are not up for election (Ninette Banoun, Helen Tveitan, Christian Huseby, Jesper Jeppesen, Øystein Josefsen), and that Øystein Josefsen will be elected as the new chairman of the board, and for one year. Attached you will find background information on some of the above mentioned board members, as these have been presented in respect to previous elections.

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The nominating committee's work has been complicated by current board members' expressing demands/wishes about the compilation of the board that are not in accordance with those of other board members. The nominating committee would therefore like to point out that it was not possible to adhere to all demands/wishes simultaneously.

Alternative proposal

The nominating committee would like to propose a second-priority alternative as follows: Ninette Banoun, Helen Tveitan, Trond Bjørnøy, Jesper Jeppesen and Øystein Josefsen (chairman of the board). This suggestion considers and adheres to other demands/wishes from the representatives in question, but, as mentioned above, not all such could be combined.

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Due to the fact that the current board representatives also have expressed their demands/wishes about the compilation of the future board, which, according to the nominating committee are not consistent, the nominating committee suggests all shareholders take part in, or send a representative, to the company's general meeting as it is highly possible that discussions with respect to the compilation of the board will continue up to the voting. The nominating committee can also accept that shareholders give a proxy with respect to the election of the new board to nominating committee member Jan Bragnes who will vote in accordance with the above mentioned priorities. Only in case neither of these priorities are voted for, will Bragnes vote by his own assessment. (the proxy form is attached).

Board members' remuneration in 2008

The nominating committee suggests the following remuneration for the board members for the period from the last ordinary general meeting:

- Chairman of the board NOK 150,000
- Board members NOK 100,000

Board members who who have not held their post for the whole period, should receive the above mentioned remuneration proportionally.

Nominating committee members

Nominating committee member Jan Bragnes is up for election. The nominating committee suggests Dag Eystein Koppang as new member. Anders Berggren and Paal R. Diskerud who are not up for election will be available for the next period.

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Nominating committee in Scan Geophysical ASA

(sign.)
Jan Bragnes

(sign.)
Paal R. Diskerud
Chairman

(sign.)
Anders Berggren

Ninette Banoun (1964)

Education: Arizona State University – Computer Information Systems and Finance,

Mother tongue: French. **Fluency:** Norwegian and English.

Career relevance important to SCANG:

- Nordea Bank Norge AS
 - Senior Business Analyst Oil and Gas.
 - Certified European Financial Analyst
- Gjensidige
 - 6 years of experience within financial accounting - strong focus on IFRS.
 - Accounting for business combinations and fair value analysis as well as tax accounting.
- Total Norge AS
 - 8 years of experience within the oil and gas industry. Strong emphasis on the administration of gas sales contracts and economic valuation.
 - Development of analytical tools for pricing and transportation costs.
- Norwegian Ministry of Finance
 - Senior Accounting Advisor

Helen Tveitan De Jong (1967)

Education: Erasmus University – Finance and Investments, Social Economics

Mother tongue: Dutch. **Fluency:** Norwegian and English. **Speaks:** German and French.

Career relevance important to SCANG:

- Broad European banking experience from the Netherlands and UK.
- Ranking positions in ABN Amro and Nedship Bank.
- Partner in THG Capital
 - Advisory and Corporate Finance services towards the Marine Industry
 - Interim CFO and external advisor to a number of international and Norwegian shipping companies.
- Chairman of Carisbrook Shipping Holdings Ltd, UK
 - High level of competence regarding vessel- and ship building,
 - financial emphasis,
 - contract development including delivery- and cancellation/termination issues,
 - Vessel owner and restructuring issues.
 - Responsibility for fleet of 48 vessels.
- Follow-ups regarding shipyard progress (representing both sides)
- Experience in mergers and acquisitions of competing companies.

Jesper Jeppesen (1978)

Education: University of Edinburgh – Master Finance & Accounting

Mother Tongue: Norwegian **Fluency:** English and German.

Career relevance important to SCANG:

- Idefix Invest AS (*personal investment/holding company*)
 - has represented one of SCANGs largest shareholders towards SCANGs incorporational structure.
- Ernst & Young
 - Advisor/auditor on the restructuring and re-audit/audit of Petroleum Geo-Services ASA (PGS).
 - Aker Yards ASA
- Acting board member in SCAN Equipment Ltd (Bermuda).

Øystein Josefsen (1944)

Education: University of Oslo – Mag. Political Science, Int. Politics

Mother tongue: Norwegian. **Fluency:** English, German and Spanish. **Speaks:** French.

Career relevance important to SCANG:

- Senior VP Gemini Consulting/Cap Gemini
 - Responsibility for a number of turnaround-projects in Scandinavia
 - Established Innovasjon Norge
- Norwegian Government
 - ”ekspedisjonssjef” at the Prime Minister office
 - Department secretary (”statssekretær”)
 - Several other case-based tasks in state agencies such as: NORAD, Statskonsult, Finansdepartementet and Fiskeridepartementet.
- Broad experience in restructure- and budgeting processes. Has been in charge of restructuring entities ranging from mid-size companies to Scandinavian national companies, in addition to large-scale privatisation processes.
- Extensive network, business and state, in South America mainly based upon contacts achieved through endeavours for Norwegian governmental agencies.

FULLMAKT

Undertegnede, innehaver av
aksjer i SCAN Geophysical ASA, gir med
dette

Renate Mørch

fullmakt til å representere alle mine aksjer
og til å møte og stemme på mine/våre vegne
på ordinær generalforsamling i selskapet den
27. mai 2009, kl 12:00.

Sted: den 2009

Signatur

Blokkbokstaver

Returneres enten:

Til SCAN

Telefaks +47 24 11 10 10

eller

Til Renate Mørch:

Telefaks: +47 66 98 41 11

Epost: renete.morch@mcgeophysical.no

PROXY

The undersigned owner of
shares in SCAN Geophysical ASA, hereby
give

Renate Mørch

proxy to represent all my shares and to meet
and vote on my/our behalf in the general
meeting in the company to be held
on May 27, 2009, at 12:00.

Place: the 2009

Signature

Capital letters

Please return via

To SCAN

Telefaks +47 24 11 10 10

or

To Renate Mørch:

Telefaks: +47 66 98 41 11

Epost: renete.morch@mcgeophysical.no

FULLMAKT

Undertegnede, innehaver av
aksjer i SCAN Geophysical ASA, gir med
dette

Jan Bragnes (*valgkomitemedlem*)

fullmakt til å representere og stemme for alle
mine aksjer i forhold som omhandler
1) styrevalg / styresammensetning og 2) valg
av valgkomitemedlemmer.. Fullmakten
gjelder for ordinær generalforsamling i
selskapet den 27. mai 2009, kl 12:00. For
alle andre forhold vedrørende
stemmegivning i nevnte generalforsamling
skal Jan Bragnes:

- Stemme blankt
- Stemme etter egen overbevisning

(*vennligst sett kryss ved ett av
alternativene*).

Sted: den 2009

Signatur

Blokkbokstaver

Returneres via:

Til SCAN
Telefaks +47 24 11 10 10

eller

Til Jan Bragnes:
Telefaks: +47 67 10 13 81
Epost: jan.bragnes@hsl.no

PROXY

The undersigned owner of
shares in SCAN Geophysical ASA, hereby
give

Jan Bragnes (*member of the nomination committee*)

proxy to represent and vote for all my shares
only in votes regarding 1) boardmembers /
board composition and 2) votes regarding
nomination committee members. The proxy
is limited to the general meeting in the
company to be held
on May 27, 2009, at 12:00. For all other
voting matters in the general meeting, Jan
Bragnes is to:

- Vote blank
- Vote based on own conviction

(*please indicate your choice by crossing out
one of the above boxes*)

Place: the 2009

Signature

Capital letters

Please return via:

To SCAN
Telefaks +47 24 11 10 10

or

To Jan Bragnes
Telefax: +47 67 10 13 81
Email: jan.bragnes@hsl.no