



**FLEX LNG Ltd.**  
(The "Company")

Our ref.  
Registrars Dept/ss

Date  
Oslo, 8 November 2016

**PROXY VOTE INSTRUCTION**

We, DNB Bank ASA of Oslo, Norway, the holder of 127,945,657 shares in the Company hereby appoint any individual duly appointed by the Chairman of the Meeting, as true and lawful agent and proxy for DNB Bank ASA, to vote on our behalf at the Annual Shareholders Meeting of the Company to be held on the 8th day of November 2016, and at any adjournment thereof as follows:

**Resolution 4:** Approval of 2015 Annual Report for the Company and the Group

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 5:** Approval of 2015 Annual Accounts and Audit Report for the Company and the Group

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 6:** Approval of the 2015 dividend

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 7:** Approval of the re-appointment of the auditors

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 8:** Approval of the remuneration for the auditors

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 9:** Appointment of members to the Board of Directors:

**Resolution 9 (i) David McManus (Chairman)**

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 9 (ii) Robin Bakken**

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 9 (iii) Marius Hermansen**

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657



**Resolution 10:** Remuneration of the proposed Directors, Post 2016 ASM:

**Resolution 10 (i):** Remuneration of the proposed Directors, Post 2016 ASM

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 10(ii):** The Board of Directors of the Company is authorised to issue such number of shares in the Company as are necessary for the Company to deliver such shares as required by resolution 10(i)

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 10(iii):** The shareholders of the Company waive the preferential rights as set out in Regulation 3.3 of the Articles of Association in relation to the issuance of the shares referred to in resolution 10(i)

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 11:** Appointment of members to the Nomination Committee

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 12:** Approval of the remuneration for the Members of the Nomination Committee

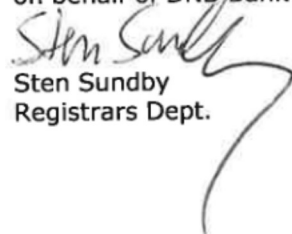
For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

**Resolution 13:** Approval of the procedures for the Remuneration of Executive Management

For	Against	Abstain	Broker non-votes*	Total
121 329 091	NIL	NIL	6 616 566	127 945 657

\* The number of shares for which no voting instructions has been received from the beneficial shareholders. The shares are not to be voted for.

Yours sincerely,  
on behalf of DNB Bank ASA

  
Sten Sundby  
Registrars Dept.

