

**NOTICE OF ANNUAL SHAREHOLDERS MEETING OF**

**FLEX LNG LTD.**  
Company no. 1048398  
(the "**Company**")

The Board of Directors hereby convene the Shareholders of  
the Company

to an Annual Shareholders Meeting to be held on

**25 August 2011 at 17.00 local time**

At the offices of West Corporation Limited, Analyst House, 20-26 Peel Road, Douglas, Isle of Man, IM99 1AP (tel. +44 1624 652000).

**The following agenda has been set for the meeting:**

1. Opening of the Annual Shareholders Meeting
2. Presentation of list of participating shareholders, in person or by proxy
3. Appointment of persons to Chair the meeting and to co-sign the minutes
4. Approval of notice of meeting and agenda and confirmation of quorum
5. Approval of the 2010 Annual Report for the Company and the Group
6. Approval of the 2010 Annual Accounts for the Company and the Group
7. Approval of the 2010 Dividend
8. Approval of the re-appointment of the auditors
9. Approval of the remuneration for the auditors
10. Appointment of the members to the Board of Directors
11. Shareholder proposed appointment of the members of the Board of Directors
12. Shareholder proposed appointment of the members of the Board of Directors
13. Approval of the remuneration for the current Directors, to the 2011 ASM
14. Approval of the remuneration for the proposed Directors, post the 2011 ASM
15. Approval of the amendment to the Non-Founder Management Team Option Scheme
16. Approval of additional share options
17. Approval of the procedures for the Remuneration of Executive Management
18. Approval of the remuneration for the Members of the Nomination Committee
19. Appointment of a replacement member for the Nomination Committee

The purpose of the meeting is to consider and, if thought fit, approve the entry by the Company into each of the matters listed above.

The proxy for voting is attached as appendix 8 hereto.

**1. OPENING OF THE ANNUAL SHAREHOLDERS MEETING**

The Shareholders Meeting will be opened by the Chairman of the Board, or if he is absent, any individual duly appointed by the shareholders.

- 2. PRESENTATION OF LIST OF PARTICIPATING SHAREHOLDERS, IN PERSON OR BY PROXY**
- 3. APPOINTMENT OF PERSONS TO CHAIR THE MEETING AND TO CO-SIGN THE MINUTES**
- 4. APPROVAL OF NOTICE OF MEETING AND AGENDA AND CONFIRMATION OF QUORUM**
- 5. APPROVAL OF THE 2010 ANNUAL REPORT FOR THE COMPANY AND THE GROUP**

The Annual Shareholders Meeting is responsible for the approval and adoption of the Annual Report, as adopted and presented by the Board of Directors. The Annual Report had been sent to each shareholder together with the notice of the meeting.

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

The 2010 Annual Report for the Company and the Group be and is hereby approved, adopted and confirmed in all respects.

- 6. APPROVAL OF THE 2010 ANNUAL ACCOUNTS FOR THE COMPANY AND THE GROUP**

The Annual Shareholders Meeting is responsible for the approval and adoption of the Annual Accounts, as adopted and presented by the Board. The Accounts had been sent to each shareholder together with the notice of the meeting.

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

The 2010 Annual Accounts for the Company and the Group be and are hereby approved, adopted and confirmed in all respects.

- 7. APPROVAL OF THE 2010 DIVIDEND**

The Annual Shareholders Meeting is responsible for the approval of any dividends. The Board had recommended that no dividend be paid for 2010.

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

No dividend shall be paid for 2010.

- 8. APPROVAL OF THE RE-APPOINTMENT OF THE AUDITORS**

The Annual Shareholders Meeting is responsible for the appointment of auditors. Ernst & Young AS was elected as auditors for a period of one year at the Annual Shareholders Meeting 2010, and the Board had recommended continuing with the present auditors for a period until the Annual Shareholders Meeting 2012.

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

The Company's auditors Ernst & Young AS are re-appointed as auditors until the next Annual Shareholders Meeting.

## **9. APPROVAL OF THE REMUNERATION FOR THE AUDITORS**

The Annual Shareholders Meeting is responsible for the fixing of, or determining of the method of fixing of, remuneration for the auditors.

### ***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

The remuneration of the Company's auditors with the amount set out below be and is hereby approved, adopted and confirmed in all respects, as proposed by the Board.

Remuneration of the auditors, Ernst & Young AS, for the 2010 year was USD 169,000, of which USD 73,000 relates to taxation and general advice, whilst the rest is related to the audit of the accounts for 2010.

## **10. APPOINTMENT OF THE MEMBERS TO THE BOARD OF DIRECTORS**

### **(A) NUMBER OF DIRECTORS**

The Board currently comprises of eight directors, seven of which were elected at the Annual Shareholders Meeting in 2010 for a period up to the 2011 annual shareholders meeting and one who was elected in March 2011 until the 2011 annual shareholders meeting.

The nomination committee has proposed that the board of directors of the Company shall until the Annual Shareholders Meeting 2012 consist of seven (7) directors.

### ***THE FOLLOWING IS PROPOSED BY THE NOMINATION COMMITTEE TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

The board of directors of the Company shall until the Annual Shareholders Meeting 2012 consist of seven (7) directors.

### **(B) CANDIDATES**

The shareholders are responsible for electing members to the Board of Directors.

The Board currently comprises of the following eight directors:

- Keith Meyer
- James MacHardy
- James van Hoften
- Aoki Hiromichi
- Scott Pearl
- Ian Beveridge
- Anders Westin
- Philip Fjeld

The nomination committee proposes the following seven directors:

- David McManus (new)
- Christopher Pittinger (new)
- Christoforos Stratos (new)
- Michael Wachtel (new)
- Aoki Hiromichi
- Scott Pearl
- Philip Fjeld

The nomination committee is responsible for recommending candidates for the Board of Directors. The Directors being elected have agreed to provide the Company with written consents, to be Directors, before the 2011 annual shareholders meeting. The nomination committee recommendation is that the prospective candidates are elected for a period until the Annual Shareholders Meeting 2012, summary CV details are attached in appendix 2 and the detailed nomination recommendation is contained in appendix 3. The Chairman will be nominated amongst the Directors that are elected for a Board of Director position and elected by a resolution of directors, pursuant to regulation 13.1 of the Articles.

***THE FOLLOWING IS PROPOSED BY THE NOMINATION COMMITTEE TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

Each of the following persons is elected to serve as directors of the Company until the Annual Shareholders Meeting 2012:

- Aoki Hiromichi
- Scott Pearl
- Philip Fjeld
- David McManus (Proposed Chairman)
- Christopher Pittinger
- Christoforos Stratos
- Michael Wachtel

**11. SHAREHOLDER PROPOSED APPOINTMENT OF THE MEMBERS TO THE BOARD OF DIRECTORS**

The shareholders representing more than 10% of the voting rights can request matters to be put to shareholders in accordance with regulation 8.2 of the articles of the Company.

Under this provision, Kawasaki Kisen Kaisha Ltd and Bernhard Schulte Investment Holdings GmbH together representing in aggregate approximately 19% of the shares in the Company, have requested that the following candidates are put to the shareholders, as alternatives to Christopher Pittinger, Christoforos Stratos and Michael Wachtel as proposed by the nomination committee:

- Ian Beveridge
- Eiji Wakiwaka (new)
- Roger Whelan (new)

Their recommendation is that these candidates are elected for a period until the Annual Shareholders Meeting 2012, additional summary CV details for these candidates and the background for this proposal are contained in appendix 4.

***THE FOLLOWING IS PROPOSED BY SHAREHOLDERS REPRESENTING MORE THAN 10% OF THE VOTING TIGHTS TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

Each of the following persons is elected to serve as directors of the Company until the Annual Shareholders Meeting 2012:

- Ian Beveridge
- Roger Whelan
- Eiji Wakiwaka

## **12. SHAREHOLDER PROPOSED APPOINTMENT OF THE MEMBERS TO THE BOARD OF DIRECTORS**

The shareholders representing more than 10% of the voting rights can request matters to be put to shareholders in accordance with regulation 8.2 of the articles of the Company.

Under this provision, Seneca Capital representing approximately 13% of the shares in the Company, has requested that the following candidate be put to the shareholders for election as a director of the Company:

- Keith Meyer

The recommendation is that Mr. Meyer be elected for a period until the Annual Shareholders Meeting 2012. Summary CV details for Mr. Meyer are contained in appendix 5.

Mr. Meyer has agreed to serve as a director.

### ***THE FOLLOWING IS PROPOSED BY SHAREHOLDERS REPRESENTING MORE THAN 10% OF THE VOTING RIGHTS TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

The following person is elected to serve as a director of the Company until the Annual Shareholders Meeting 2012:

- Keith Meyer

## **13. APPROVAL OF REMUNERATION FOR THE CURRENT DIRECTORS, TO THE 2011 ASM**

### **Current Board until 2011 ASM**

The shareholders are responsible for approving the remuneration of the directors. For 2010 the shareholders resolved that each director should receive a package in cash value worth USD 50,000 annually and USD 80,000 for the Chairman. 50% of the said remuneration was to be paid in restricted stocks that will be unlocked and made freely transferrable to the directors over two years (50% at the first anniversary of the grant and the remaining 50% at the second anniversary of first grant).

In addition those directors that took on Directorships of subsidiary companies received a cash payment of USD 2,000 per company, payable semi-annually in arrears, on a pro rata basis.

In this connection the Board proposes that the Board is granted the authorisation necessary to pay such remuneration through the time of the 2011 annual shareholders meeting.

The recommendation, for the pre 2011 annual shareholders meeting Board, is not to make any changes in any of the group companies, and that the remuneration of the directors until the 2011 annual shareholders meeting, on a pro rata salary basis, remain the same as for 2010 except that only one payment will be made in September 2011 and the shares will be locked until one year from grant, subject to the following directors, detailed below, being able to elect to receive 100% of their remuneration in restricted stock;

- James MacHardy
- Keith Meyer
- Kathleen Eisbrenner
- Anders Westin
- James van Hoften
- Aoki Hiromichi
- Scott Pearl

- Ian Beveridge
- Philip Fjeld

**THE FOLLOWING IS PROPOSED TO BE RESOLVED AS ORDINARY RESOLUTIONS:**

13 (i):

"The remuneration of the directors on the terms set out below be and is hereby approved, adopted and confirmed in all respects.

Remuneration of the existing directors (other than the Chairman) for 2011 is determined to be USD 50,000 annually for each of the directors and USD 80,000 annually for the Chairman. The remuneration is to be settled in arrears, and be adjusted pro rata to the 2011 annual shareholders meeting date.

The settlement shall be made within September 2011.

50% of each director's remuneration is to be paid in restricted shares in the Company on the following terms and conditions, so that each of the directors shall, subject to any pro rata adjustments as described above, be granted such number of shares in the Company equal to 50% of the pro rata salary to the 2011 annual shareholders meeting date (with the per share value to be calculated per (A) and (B) below at the time of settlement).

The Directors, if they so request, within 15 days of the annual shareholders meeting (or if the 15<sup>th</sup> day is during a period of time in which Directors may not make such election due to the possession by the Board of Directors of any material non-public information, by fifth day following the conclusion of such restriction) may receive 100% of their remuneration by way of share issue (with the per share value used to determine the number of shares in excess of the aforementioned 50% to be calculated per (A) and (B) below at the time of such election):

(A) the volume weighted average trading price of the Company's shares, on Oslo Axess or such stock exchange on which the Company may from time to time maintain the principal listing of its shares, over a period of ten consecutive trading days ending on the time of settlement or election, as applicable; or

(B) if the Company's shares are not traded during those ten consecutive trading days, the volume weighted average trading price of the shares on Oslo Axess or such stock exchange during the last ten trading days preceding such calculation time on which the Company's shares are traded.

The shares shall be subject to a lock up arrangement (meaning that they cannot be transferred) and the shares granted as remuneration, up to the 2011 annual shareholders meeting, shall become unlocked and be made freely transferrable to the directors at the first anniversary of grant of such shares.

**THE FOLLOWING IS PROPOSED TO BE RESOLVED AS ORDINARY RESOLUTIONS:**

13 (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 set out in resolution 13(i), and to do all such things as they may deem fit, including but not limited to the passing of resolutions of directors, in connection with 13(i).

**THE FOLLOWING IS PROPOSED TO BE RESOLVED AS A SPECIAL RESOLUTION**

13 (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 13(i).

**14. APPROVAL OF THE REMUNERATION FOR THE PROPOSED DIRECTORS, POST THE 2011 ASM**

**Proposed board post 2011 ASM**

The shareholders are responsible for approving the remuneration of the directors. Previously in 2010 the shareholders resolved that each director should receive a package in cash value worth USD 50,000 annually and USD 80,000 for the Chairman. 50% of the said remuneration was paid in restricted stocks that will be unlocked and made freely transferrable to the directors over two years (50% at the first anniversary of the grant and the remaining 50% at the second anniversary of first grant).

In addition those directors that took on Directorships of subsidiary companies received a cash payment of USD 2,000 per company, payable semi-annually in arrears, on a pro rata basis.

The nomination committee is responsible for making a recommendation as to the remuneration of the Board of Directors and has recommended, for the post 2011 annual shareholders meeting Board, to keep the same structure as proposed in 2010, but for the Directors salary to be USD 70,000 annually (50% cash, 50% shares) and the Chairman (proposed to be David McManus) to be paid USD 200,000 annually (35% cash, 65% shares), on a pro rata salary basis until the 2012 annual shareholders meeting, one payment will be made in January 2012 and the second in July 2012 and the shares will be locked for one year from the first grant and in respect of the July grant, two years from the first grant, subject to directors being able to elect to receive 100% of their remuneration in restricted stock within 15 days of the 2011 annual shareholders meeting.

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS ORDINARY RESOLUTIONS:***

14 (i):

"The remuneration of the directors on the terms set out below be and is hereby approved, adopted and confirmed in all respects.

Remuneration of the proposed directors (other than the Chairman) for the post 2011 ASM board is determined to be USD 70,000 annually for each of the directors and USD 200,000 annually for the Chairman. The remuneration is to be settled in arrears, and be adjusted pro rata from the 2011 annual shareholders meeting date.

The first settlement shall be made in January 2012 and the second in July 2012.

50% of each director's remuneration and 65% of the chairman's remuneration is to be paid in restricted shares in the Company on the following terms and conditions, so that each of the directors shall, subject to any pro rata adjustments as described above, be granted such number of shares in the Company equal to 50% (Directors) and 65% (Chairman) of the pro rata salary from the 2011 annual shareholders meeting date (with the per share value to be calculated per (A) and (B) below at the time of settlement).

The Directors, if they so request within 15 days of the annual shareholders meeting (or if the 15th day is during a period of time in which Directors may not make such election due to the possession by the Board of Directors of any material non-public information, by fifth day following the conclusion of such restriction) may receive 100% of their remuneration by way of share issue (with the per share value

used to determine the number of shares in excess of the aforementioned 50% or 65%, as applicable, to be calculated per (A) and (B) below at the time of such election).

(A) the volume weighted average trading price of the Company's shares, on Oslo Axess or such stock exchange on which the Company may from time to time maintain the principal listing of its shares, over a period of ten consecutive trading days ending on the time of settlement or election, as applicable; or

(B) if the Company's shares are not traded during those ten consecutive trading days, the volume weighted average trading price of the shares on Oslo Axess or such stock exchange during the last ten trading days preceding such calculation time on which the Company's shares are traded.

The shares shall be subject to a lock up arrangement (meaning that they cannot be transferred) and the shares granted as remuneration from the 2011 annual shareholders meeting shall become unlocked and be made freely transferrable to the directors at the first anniversary of grant of such shares, and the remaining shares granted as remuneration for the first half of 2012 at the date falling one year thereafter.

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS ORDINARY RESOLUTIONS:***

14 (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 set out in resolution 14(i), and to do all such things as they may deem fit, including but not limited to the passing of resolutions of directors, in connection with 14(i).

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS A SPECIAL RESOLUTION***

14 (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 14(i).

**15. APPROVAL OF THE AMENDMENT TO THE NON-FOUNDER MANAGEMENT TEAM OPTION SCHEME**

In 2008 the Company shareholders authorised the issue of up to 2,600,000 options to the employee's of the management companies. Of these options 1,560,000 options (1,105,000 – issued) have a strike price of NOK 37 and vest as follows;

1. 50% vest on the date of the first LNG vessel's first commercial cargo of LNG
2. 50% vest on the date of the second LNG vessel's first commercial cargo of LNG

The proposal is to amend the scheme as follows;

1. The strike price is amended to NOK 20
2. The vesting schedule will be against the following milestones
  - a. 25% on 03/15/12
  - b. 25% on 03/15/13
  - c. 25% on at shore completion of vessel 1
  - d. 25% on at shore completion of vessel 2

***THE FOLLOWING WAS RESOLVED AS AN ORDINARY RESOLUTION:***



To approve the amendment to the 1,560,000 staff option strike price and vesting dates to be amended as follows;

1. The strike price is amended to NOK 20
2. The vesting schedule will be against the following milestones
  - a. 25% on 03/15/12
  - b. 25% on 03/15/13
  - c. 25% on at shore completion of vessel 1
  - d. 25% on at shore completion of vessel 2

## **16. APPROVAL OF ADDITIONAL SHARE OPTIONS**

The Board of Directors note that:

(A) The directors have indicated that it would be in the best interests of the Company to approve and authorise the issuance of a general pool of an aggregate of 2,500,000 options (for shares in the Company) for employees, consultants and contractors of the Company and all Group Companies being subsidiaries and affiliates of the Company (the "Employees") on terms as advised by the Compensation Committee and determined by the board of directors as evidenced by a resolution of directors of the Company (the "General Options"). This will give the Company flexibility in meeting the operational needs of the business.

(B) Pursuant to regulation 3.1 of the Articles of Association of the Company (the "Articles"), subject to an Ordinary Resolution of Shareholders, shares and options for shares in the Company may only be issued on terms as the Directors may by Resolution of Directors or Shareholders may by Ordinary Resolutions determine. FURTHER NOTED THAT pursuant to regulation 3.3 of the Articles, shareholders have a preferential right to the new shares or options, save that there shall not be a preferential right on the issuance of shares pursuant to or in replacement of an option. FURTHER NOTED THAT the preferential rights under regulation 3.3 of the Articles may be waived by a Special Resolution of shareholders.

(C) It is the intention for the shareholders of the Company, at this meeting, to approve and authorise the issuance of the General Options, pursuant to the terms of the articles of association of the Company.

(D) It is noted that of the pool of 2,500,000 options, 150,000 options are to be granted to Keith Meyer against a strike price of USD 0.01 as part of a compensation package stipulated in a Consultancy Agreement dated 30 December 2010 between the Company and Keith Meyer for consultancy services provided by Mr. Meyer during the period to the end of April 2011. Mr. Meyer has indicated his intention to exercise those options for a corresponding number of shares to be issued immediately after this meeting and the passing of a resolution of directors to confirm, among other things, the issuance of the shares.

### ***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS ORDINARY RESOLUTIONS:***

16 (i):

The issuance of the General Options to be issued to the Employees, upon terms determined by a resolution of directors of the Company (in accordance with the recommendation of the Compensation Committee, where relevant) be and is hereby approved and authorised in all respects.

### ***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS ORDINARY RESOLUTIONS:***

16 (ii):

The directors of the Company (in accordance with the recommendation of the Compensation Committee, where relevant) be and are hereby authorised to issue the General Options in accordance with the terms set out at 16(i) above, and upon exercise of the General Options, to issue the appropriate numbers of shares in the Company in accordance with the terms of the General Options.

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS ORDINARY RESOLUTIONS:***

16 (iii):

For the purposes of regulation 9.13 of the Articles (which provides that the directors may by resolution, with the prior or subsequent approval of shareholders, fix emoluments of directors with respect to services rendered in any capacity to the Company), the issuance of any of the General Options, and upon the exercise thereof, the requisite number of shares in the Company, to a director of the Company for service as a consultant, be and are hereby authorised and approved in all respects and the directors be and are hereby authorised severally, to do all such things as may be necessary or desirable to fix and pay such remuneration.

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS A SPECIAL RESOLUTION***

16 (iv):

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 options referred at resolution 16(i) and the issuance of the shares referred to in resolution 16(ii).

**17. APPROVAL OF THE PROCEDURES FOR THE REMUNERATION OF EXECUTIVE MANAGEMENT**

Under the Norwegian Corporate Governance requirements, the Board is required to provide guidelines for the remuneration of the executive personnel and to communicate these to the annual shareholders meeting. Additional details in Appendix 6.

***THE FOLLOWING IS PROPOSED TO BE RESOLVED AS AN ORDINARY RESOLUTION:***

To approve the guidelines for the remuneration of the executive personnel as detailed in Appendix 6.

**18. APPROVAL OF THE REMUNERATION FOR THE MEMBERS OF THE NOMINATION COMMITTEE**

The shareholders are responsible for approving the remuneration of the nomination committee. In 2010 it was proposed to pay the members of the nomination committee an annual compensation of USD 2,500 each. It is suggested not to make any changes and that the remuneration of the nomination committee for 2011, should remain the same as for 2010. However where the committee takes on additional duties that the Board can approve additional payment - to be ratified at the 2012 annual shareholders meeting. Additionally George Linardakis charged a fee of USD 15,000 for the additional work related to the appointment of Keith Meyer and Kathleen Eisbrenner in 2011.

***THE FOLLOWING WAS RESOLVED AS AN ORDINARY RESOLUTION:***

The remuneration of the members of the nomination committee of USD 2,500 each (plus any further remuneration as approved by a resolution of directors, for taking on addition duties), for 2011 and to the 2012 ASM, and additionally, USD 15,000 to George Linardakis, is hereby approved, adopted and confirmed in all respects.

**19. APPOINTMENT OF A REPLACEMENT MEMBER FOR THE NOMINATION COMMITTEE**

The shareholders are responsible for approving the appointment of the members of the nomination committee. One new member needs to be appointed to the committee following the wish of Aasulv Tveitereid to resign his position, once a member is approved to replace him. It is proposed upon the recommendation of the nomination committee to appoint Marcus Hansson as a new member of the nomination committee for the period until the 2012 annual shareholders meeting, CV details in appendix 7.

The other members, George Linardakis and Jean-Francois Cristau, were elected at the 2010 annual shareholders meeting for a period of two years.

***THE FOLLOWING WAS RESOLVED AS AN ORDINARY RESOLUTION:***

Marcus Hansson be and is hereby appointed as a member of the nomination committee to serve for the period until the 2012 annual shareholders meeting, such appointment to take effect upon the effective date of the resignation of Aasulv Tveitereid from the nomination committee.

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4 August 2011



Keith Meyer (Chairman)

**Appendix 1**

***2010 Company and Group Annual Report, Accounts and Audit Report***

## **Appendix 2**

### ***CV Details for the Nomination Committee Proposed Board of Directors***

#### **Mr. David McManus, Proposed Chairman**

An exceptionally experienced international business leader in the Energy Sector, with strong technical and commercial skills currently serving as Executive Vice President and Head of International Operations for Pioneer Natural Resources, with offices in London, Tunis and Cape Town, focusing on exploration and commercialisation of reserves. Concurrently serving as Non Executive Director for two UK listed companies; Cape plc an energy service company, which has been involved as a contractor in more than 50% of the world's LNG facilities, including Sakhalin, RasGas, Qatargas, Damietta, Idku, North West Shelf, Pluto, Arzew and floating regasification in Italy; and Rockhopper Exploration plc an exploration company with assets in the Falkland Islands. 36 years experience in Technical, Commercial, Business Development, General management and Executive roles across all aspects of the Oil and gas business, spanning the world, including; BG Group, ARCO, Ultramar, SHELL and Fluor corporation. Mr. McManus is a graduate of Heriott Watt University, Edinburgh.

#### **Mr. Scott Pearl, Current Board Member**

Mr. Pearl has served on the Board since 19 March 2007. Mr. Pearl is a Director of Investment Research at Seneca Capital. In addition to FLEX LNG, Mr. Pearl serves on the Board of Directors of Altex Energy, Ltd., a developer of transportation solutions for oil bitumen in Alberta. Mr. Pearl's experience includes the management of investments in both public and private debt and equity securities of energy companies, as well as providing equity research coverage to institutional investors in the electric sector. Mr. Pearl also has served as an advisor to numerous energy companies with regard to strategy, capital raising and merger and acquisition transactions. Prior to joining Seneca Capital, Mr. Pearl was a Vice President of Equity Research at Credit Suisse First Boston. Previously, Mr. Pearl was an Investment Banker for energy companies at Credit Suisse First Boston and Lehman Brothers. Mr. Pearl began his career as a project financier for Chase Securities, Inc. Mr. Pearl is a graduate of the Wharton School of Business at the University of Pennsylvania.

#### **Mr. Aoki Hiromichi, Current Board Member**

Mr. Aoki has served on the Board since July 2008. Mr. Aoki is a Managing Executive Officer of Kawasaki Kisen Kaisha, Ltd. ("K"Line) and is responsible for Energy Transport Sector including natural gas, FPSO, offshore support vessels, MODU and other floating units. During his 27-years career with "K"Line, he has been a Project Manager for LNG transport projects such as Qatargas, RasGas, Snøhvit, Tangguh and many others. He was also a board member of EnerSea Transport LLC until June 2008 having pursued the project development of CNG. Before joining LNG Group of "K"Line, he served "K"Line as Resident Representative in Rio de Janeiro and CarCarrier Group besides studying under the corporate scholarship in Business School of Syracuse University, NY and Law School of Tulane University, LA. He holds a Bachelor of Business Administration in 1981 from Shinshu University.

#### **Mr. Christopher Pittinger, Proposed Board Member**

Mr. Pittinger is currently an independent strategic advisor to the Chief Executive Officers of Dolphin Energy Limited and Mubadala Development Company and Mubadala Development Company (both located in Abu Dhabi) and the Kazakh National Oil Company and several of its affiliates. Previously he was a partner at the law firm Shearman & Sterling, where he worked for 20 years. He specialised on oil and gas joint ventures, project development and financings, asset acquisitions and disposals, upstream production sharing and concession arrangements, oil and gas taxation and regulation, transport arrangements and downstream projects on the petrochemicals and refining sectors. He is a graduate of Boston College and holds a Juris Doctor Degree from the University of Virginia School of Law.

#### **Mr. Christoforos Stratos, Proposed Board Member**

Mr. Stratos has over 20 years experience in Corporate and Investment Banking and Private Equity on a global basis. He currently holds a number of roles; Consultant to BBVA SA, special advisor to the Head of Global Lending; President Energex SA, founder and owner of a renewable energy developer in Greece; Board Director Primal Ship Management Inc, focusing on strategic development and finance matters; and Financial Advisory services for investors focusing on infrastructure assets in transportation, utilities, renewable energy and oil & gas sectors. He

has also held roles at Santander Private Equity, Aguas Nuevas SA and Calyon. He is a graduate of Lehigh University and holds an MBA from Insead.

Mr. Michael Wachtel, Proposed Board Member

Mr. Wachtel is a partner in the International Corporate Group of Clyde & Co law firm and is the head of the upstream oil & gas practice. He has advised on all types of oil & gas production agreements and transactions globally, including M&A. Matters on which he has advised in the oil & gas sector include merger and acquisition transactions, projects, international upstream agreements, shareholders and subscription agreements, joint ventures, capital intensive offshore and onshore development and infrastructure projects, project financings and IPO work. He is retained by a number of clients as Chief Compliance Officer and frequently advises on the Foreign Corrupt Practices Act, the UK Bribery Act 2010 and the design and implementation of anti-corruption compliance policies and procedures. Michael is a member of the Association of International Petroleum Negotiators and a member and former Chairman of the UK Energy Lawyers Group Committee. In all Michael has more than 20 years of experience in the international oil & gas industry. He is a graduate of Sheffield University with a Masters degree in Mechanical Engineering and practised as an engineer in international oil and gas exploration and production before qualifying as a solicitor at a City firm of international lawyers.

Mr. Philip Eystein Fjeld, Current Board Member & Executive Management CEO

Mr. Fjeld is the co-founder of FLEX LNG, which was established in August 2006 and is the CEO of FLEX LNG Management Limited. Prior to joining FLEX LNG he held the position of Commercial Manager at Höegh LNG in Oslo, where he had responsibility for the commercial budget for two LNG carriers on long-term charters to gas majors. Business development work at Höegh LNG encompassed pre-qualification and offers in connection with standard LNG shipping tenders, structuring and negotiating LNG time charter parties and ship management contracts, ship-sale negotiations and marketing of FSRU conversions and regasification vessel projects. Mr. Fjeld has a nautical degree and has served at sea as a deck officer in the Royal Norwegian Coast Guard and in the Merchant Navy. Mr. Fjeld earned his Master's Degree in Strategy and Management from the Norwegian School of Economics and Business Administration.

**Appendix 3**

**Detailed nomination Committee Recommendation**

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**To: Shareholders of Flex LNG**  
**From: Nomination Committee of Flex LNG**  
**Date: August 4, 2011**  
**Subject: Recommendations and Nominations to the Board of Flex LNG**

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### **The NC recommendation for the Board of Directors slate**

The company has moved on from its early stages and now finds itself at the cusp of the execution phase of a major and defining project. This undertaking requires a Board with appropriately experienced professionals that will function efficiently and independently.

The Nomination Committee ("NC") was tasked with undertaking a careful study of the Board functions over the last year. In addition, the NC has performed evaluation and survey exercises to better understand which particular aspects may need improvement and/or change in the way the Board functions and the discharge of its responsibilities.

During a 9-month process we have taken into account the recommendations and opinions of major shareholders, engaged Norwegian and BVI counsel and the Norwegian Stock Exchange Regulators to assist us in the interpretation of, among other things, the Articles of Association, the Norwegian Code of Practice, the Public Companies Act and best practice in regards to Corporate Governance.

We appreciate the patience and trust bestowed on the NC and we strongly believe the conclusion of this process will produce the best available Board of directors functioning efficiently to materially benefit Flex LNG and all its shareholders. We are thankful to everyone that contributed to this process.

The results of our analysis highlighted the need to add fundamentally relevant and necessary skills and experience to the BoD, vis a vis the immediate challenges facing Flex LNG and the PNG project commitments and undertakings, keeping in mind that Flex LNG as a company already has more than adequate Engineering, Technical, Marine and Shipbuilding excellence and capacity. Our analysis concluded that the areas the Board needs strengthening on are:

- Project finance experience in the LNG space
- Commercial experience in the LNG space
- Legal experience in the LNG space
- Major Infrastructure project experience in the LNG and/or wider Oil & Gas space
- Asian Energy markets experience, including in the LNG space
- Access to a wide network of senior industry and finance decision makers
- Board representation should be conducted by a majority of independent directors

Over the last few months we conducted thorough searches within the relevant parts of the Oil & Gas industry and have interviewed a large number of very capable candidates.

In all we came to a list of 22 candidates, most of who were interviewed by the NC on more than one occasion. Practically all candidates were referred to the NC from within the NC's trusted network of industry professionals. We proceeded with extensive checks and references from within the industry.



Through this process and with the future of the company in mind, it is our strong recommendation that shareholders vote for the following 7-member Board slate at the upcoming AGM.

**Aoki Hiromichi**

**David McManus \***

**Scott Pearl**

**Philip Fjeld**

**Christopher Pittinger \***

**Christopher Stratos \***

**Michael Wachtel \***

*['\*' denote new candidate directors to the BoD]*

*[Long-form CVs of each new candidate can be made available on request]*

The number of Directors should be reduced to 7 from 9 given the numbers of new Directors coming in and taking into account the size of the company. The slate provides for two over 5% shareholder representatives on the Board as prescribed by the Articles of Association of the company, it follows Norwegian Corporate Governance rules whilst allowing for Executive representation.

The proposed slate covers all the necessary competencies, experiences and skill-sets for the efficient and proper discharge of the Board's duties and responsibilities to all shareholders, and ensures there is a majority of independent and expert directors.

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#### **Advisors to the Board**

In addition to the proposed slate for the Board of Directors, the NC recommends that the Board engage additional expertise necessary by reinstating the roles of Non-Voting Advisers to the Board. This is also important when it comes to ensuring continued contribution from outgoing directors.

Advisory nominations could be for one or two year renewable mandates. This would be the optimal way to complement and leverage the Board's combined skill-set. To this end, the NC recommends the immediate appointment of:

**Eiji Wakiwaka**

**James McHardy**

Mr Wakiwaka has significant experience in Japan and Korea, particularly in regards to strategic commercial and financing matters in the LNG business. His expertise would enhance the Board's and Management's industry relationships in Asia and provide strategic advice, even beyond the current pressing issues.

Mr McHardy has been a long serving member of the Board and the Technical & Operational Committee.

The Board should reasonably procure any further pertinent advisors that it feels are necessary to fulfill the tasks ahead. Indeed, more outgoing Directors should be welcome as Advisors, as this would facilitate and enhance continuity.

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## Committee Eligibilities & Competencies

In regards to the various committees the BoD will have to constitute, the below table should serve as a guide as to which candidates the NC believes fulfill the committee roles requirements, taking into account tangible and intangible qualifications, skills and the necessary experience, as well as complying with the company's Articles of Association.

Committee Eligibilities	Audit	Technical & Operational	Governance	Remuneration	Independence
Aoki Hiromichi					
David McManus *					
Scott Pearl					
Philip Fjeld					
Christopher Pittinger *					
Christopher Stratos *					
Michael Wachtel *					
Eiji Wakiwaka (BOD Advisor)					
James McHardy (BOD Advisor)					

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## Chairman of the Board

The NC believes, along with most shareholders and directors that a Non-Executive Chairman with significant upstream and downstream experience in the LNG industry, and who can allocate time to the endeavor, is required to chair the Board. The NC has interviewed candidates that would be qualified and motivated for a commitment to the role.

As a result, we would like to strongly recommend that David McManus be considered for the role of Non-Executive Chairman. Given David's track record and experience in the LNG space, he is an optimal candidate for the role that can provide effective leadership and a great bridge between Management and the Board.

David would be able to commit a maximum of 2 days per week to this role if necessary, but it is expected that the role would not require that much of his time. He strongly believes in supporting the Executive team to meet the company's objectives.

In regards to the compensation package for the role, the NC is recommending a total compensation package of USD\$200,000 per annum. This sum could be split in any combination between cash and restricted shares. As a suggestion, the NC is proposing 35% in cash and 65% in the form of restricted shares, with a vesting schedule in line with that for all Board Directors.

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## Non-Executive Director ("NED") Compensation

The NC has discussed with various candidates and recruiters in regards to Directors' compensation packages. Furthermore, the issue has been discussed at length with major shareholders.

As a result, in light of the relatively heavy workload facing directors over the next year or two we would recommend that total Non-Executive Director compensation be \$70,000 per annum. This should be split in 50% in cash and 50% in restricted shares, with vesting schedules as per existing terms for NEDs.

There should also be an opt-in for any Director who may wish to receive 100% of their compensation in shares, but that opt-in should be elected once a year, or on a similar arrangement. Additionally, shareholder and/or Executive representative Directors could waive

part or all of their Board related compensation. These suggestions would reduce the overall Board compensation cost.

There should, however, be a reasonable compensation mechanism to accommodate for individual NEDs being asked to take on significantly larger volumes of work than their Directorship role would expect of them. This may be done via a consultancy fee arrangement with the actual remuneration to be decided by the Board in consultation with Management, on a case-by-case basis.

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### **Recommendation for new NC member**

In regards to the NC membership, the NC would like to recommend to shareholders that the following new member be voted on to the NC at the next ASM:

#### **Marcus Hansson**

This would allow Mr Aasulv Tveitereid to be replaced in due course, whilst maintaining the minimum of three members to the NC.

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### **Remuneration for NC members**

The annual fee for NC members may be a reasonable amount in the event the company is in a steady state and requires very limited workload.

The current process has been very laborious as a log of the hours expended and trips made over the last 4 months would demonstrate. With that in mind, the total compensation to the Nomination Committee should be a fixed amount of GBP £31,000.

Although the recent amount of workload should by no means be expected to repeat itself, a reasonable mechanism should be in place, to provide compensation for NC members that expend significant amounts of resources to the task.

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### **Notice for the ASM**

After very careful and lengthy consideration, the Nomination Committee believes that the above listed slate and further recommendations aim to provide Flex LNG shareholders a predominantly independent Board of Directors equipped with essential and expert LNG industry skills and project experience to undertake the tasks ahead and assist Management in ensuring Flex LNG's project success.

The NC is available to address any relevant questions from shareholders by contacting either George Linardakis on [glinarda@gmail.com](mailto:glinarda@gmail.com) or Jean Francois Cristau on [jfc@cristau.co.uk](mailto:jfc@cristau.co.uk) .

Sincerely,

**The Nomination Committee**

## **Appendix 4**

### ***CV Details for K-Line and BSM's Additional Proposed Members of the Board of Directors***

#### Mr. Roger Whelan, Proposed Board Member

Mr. Whelan is President and CEO of Liberty Natural Gas LLC. The project is a deepwater port and associated pipeline system, serving floating regasification systems off the New Jersey shore looking to deliver up to 1.2 cubic feet a day to the New York City market. The role also extends to a role related to existing and new portfolio investments within West Face Capital's \$2.4bn oil, gas and mining master fund. Previous roles were held at Canadian Superior Energy Inc, BG Group, Rothschild, HSBC, AMOCO, and Morgan Stanley. Mr. Whelan is a graduate of Trinity College and holds a Masters from Imperial College.

#### Ian Beveridge, Proposed Board Member

Mr. Beveridge served on the Board from October 2007 until the 2011 ASM. Mr. Beveridge is the CEO of the Schulte Group and has been associated with the Schulte group for 20 years, until 2006 as Managing Director. Before that Mr. Beveridge worked 3.5 years with Coopers & Lybrand in Johannesburg, leaving as Senior Supervisor. Mr. Beveridge obtained a Bachelor of Commerce (Honours) in 1987 and qualified as a chartered accountant in South Africa. Mr. Beveridge is also member of the Gard Board of Directors and the German Committee of Det Norske Veritas.

#### Eiji Wakiwaka, Proposed Board Member

Mr. Wakiwaka has extensive LNG marketing and project execution experience in Asia. He is currently a Program Director for the Clinton Climate Initiative. Previously he was the President for BP Japan where he had overall responsibility for sales of BP and Castrol lubricants, Oil and Gas trading and strategic account management. He was also the responsible for the BP Gas business in North Asia, covering the FID for the Tangguh project, LNG marketing and partner relationship management and other projects worldwide (Abu Dhabi LNG, Northwest Shelf, Bontang BTC pipeline and TKN BP). Mr. Wakiwaka holds a MBA from Harvard University and Bachelor of Commerce from Waseda University.

### **Letter from K-Line and BSM describing the background for their alternative slate**

## **NOTICE TO THE BOARD OF DIRECTORS OF FLEX LNG Ltd.**

August 4, 2011

Kawasaki Kisen Kaisha, Ltd. (“K”Line”) and Bernhard Schulte Investment Holding GmbH (“B.Schulte”) through our board members Aoki Hiromichi and Ian Beveridge received Thursday August 4, 2011 by e-mail the proposal for a new composition of the board of directors of FLEX LNG Ltd. (“FLEX LNG” or the “Company”) recommended by the Nomination Committee (“NC”).

The current proposal will not be supported by “K”Line and B.Schulte. We are of the opinion that taken into account the challenging and extremely important period for FLEX LNG going forward, the composition of the board of directors needs to include a more balanced mix of experience than currently proposed by the NC.

As we see it the following knowledge, background and/or experience will be highly valuable for FLEX LNG going forward: 1) strong shipbuilding and marine experience, 2) LNG marketing experience, 3) project execution experience in Asia, 4) high level decision maker access and 5) project finance experience. Additionally, the Articles of Association (“AoA”) and the Norwegian Corporate Governance regulations give certain restrictions and guidelines to follow.

Aoki Hiromichi  
Ian Beveridge  
Philip Fjeld  
Scott Pearl  
Eiji Wakiwaka (new – updated CV enclosed to this notice)  
Roger Whelan (new)  
David McManus (new)  
James A. MacHardy (advisor to the board – non voting rights)

These candidates fully cover the competencies and experience that we think is beneficial for the Company and its shareholders. Additionally, this proposal follows the AoA with only one executive board member (ref. AoA §9.1), at least two board members holding a long position interest in at least 5% of FLEX LNG (ref. AoA §9.3) and at least two directors independent from the Company and the largest shareholders (ref. AoA §9.1). Since the audit committee will be elected from among members of the board of directors, our proposal follows the guidelines given by the stock exchange (Oslo) where one board member shall have competence in accounting and/or auditing.

As a shareholder representing 16,973,058 shares (13.6%) and 6,231,661 (5.0%) (including Ian Beveridge’s holding of 250,000 shares), respectively, “K”Line and B.Schulte instruct the current board of directors, that our proposal is included in the notice to the Annual Shareholder Meeting (“ASM”) scheduled for August 25, 2011 (ref. AoA §8.2). The board members should be elected until the next ASM in 2012. A chairman of the board should be elected among the directors following their first board meeting.

Additionally we request that ASM to votes separately that the board shall consist of seven (7) board members (eight members including the advisor with non-voting rights) until the ASM in 2012.

If you have any questions please do not hesitate to contact us.

Best regards

for Kawasaki Kisen Kaisha, Ltd.



for Bernhard Schulte Investment Holding GmbH



## **Appendix 5**

### ***CV Details for Seneca Capital's Additional Proposed Member of the Board of Directors***

#### Mr. Keith Meyer

Mr. Meyer has served on the FLEX LNG, Ltd. Board since 15 March 2011. Mr. Meyer, the current Chairman of the Board of FLEX LNG, is independent of Seneca Capital and independent of executive management of FLEX LNG. Mr. Meyer has no separate commercial relationship with FLEX LNG. Mr. Meyer is an accomplished energy executive with over 30 years of experience in the global energy industry across the energy value chain. Notably, Mr. Meyer was President of Cheniere LNG Inc. which successfully developed the largest U.S. LNG receiving terminal. While in a leadership position at Cheniere, Mr. Meyer helped to grow the company from a handful of staff to an organisation of more than 400 people and helped grow the company's stock price by nearly 40 times, adding nearly \$2bn of market value. Activities at Cheniere also included the execution of over 100 NAESB contracts and ISDA agreements, a Sarbanes-Oxley compliant Risk Management Policy, the chartering of two new-build LNG carriers, the development of a patented proprietary electronic trading platform for LNG cargo slots ([www.lnggateway.com](http://www.lnggateway.com)), and the development and articulation of an operating philosophy based on an "equilateral triangle" balancing Safety, Reliability, and Efficiency. The company achieved significant shareholder value appreciation. Mr. Meyer also has 23 years of experience in Fortune 500 companies engaged in energy infrastructure, serving in executive positions in various areas of commercial operations and development for units of American Natural Resources (ANR), The Coastal Corp, and CMS Energy. Mr. Meyer is an MBA graduate of Rice University and has served as guest lecturer for Duke University, Louisiana State University, Rice University, University of Houston, has been a course instructor at Rice University's Jones School of Graduate Management, and is a frequent public speaker on various energy topics.

## **Appendix 6**

### ***Procedures for the Remuneration of Executive Management.***

## **Board of Directors' Guidelines on Remuneration of the Executive Management**

### **Introduction**

In accordance with recommendation 12 of the Norwegian Corporate Governance Code and the corresponding commitment of the Company, the FLEX LNG Board of Directors has prepared a remuneration program for the determination of salary and other benefits for inter alia the FLEX LNG Management Chief Executive Officer ("CEO") and other members of the executive management. Below the main elements of the program for the CEO and other members of the executive management are summarised. The program applies to the fiscal year 2011 and this summary will be presented to the shareholders for their advisory vote at the 2011 annual general meeting.

### **Principles**

The objective of FLEX LNG is to establish itself as a leading owner and operator of Floating LNG production units.

The FLEX LNG remuneration program is designed to:

- Provide incentives that align management and employees with the interest of shareholders;
- Provide a competitive incentive plan to ensure attraction and retention of key personnel;
- Include a share option scheme to incentivise employees in the current build-up phase when the company does not have strong cash flows.

The FLEX LNG remuneration program shall be reviewed regularly against competitors and the sector in general. Such evaluation will be performed at least annually and any recommendations for adjustments to the program or remuneration of the CEO and the other members of the executive management will be submitted to the Board of Directors via the Remuneration Committee for approval.

### **The Program**

The FLEX LNG remuneration program for the CEO and other members of the executive management comprises a comprehensive set of employee benefits including both fixed and variable elements. The CEO and the other members of the executive management work for the Management Companies.

#### **a) Fixed salary and allowances**

The CEO and other members of the executive management, like all FLEX LNG employees, receive a fixed base salary paid on a monthly basis, dependent both on their position, expertise, location and market conditions. Furthermore, the remuneration program for the CEO and the other members of the executive management include a medical program providing medical care for the employee and family, disability cover and life assurance for the employee, travel insurance, tax return service and mobile telephone costs and when relocating, benefits such as transportation and accommodation.

#### **b) Variable remuneration**

At present members of the executive management do not have the possibility of increasing their remuneration through a performance-related cash bonus scheme, other than the COO. The employee bonus scheme, which does not involve the CEO and all other members of the executive management, has been approved by the Board of Directors based on a recommendation from the Remuneration Committee.

The employee bonus scheme is based on the company achieving key revenue generating milestones:

- The award amounts are a fixed percentage of salary varying from 5-40% of salary

On the bonus awards of 5% or more, the bonus payment has a built in retention aspect and is staggered over the delivery period of the related goals.

The Board of Directors regards the different elements of the employee bonus scheme as realistic and challenging.

#### **c) Share Option Schemes**

The Company operates the share option and warrant programs implemented since start-up in 2007.

The options and warrants awarded to Hansa LNG Limited were to compensate Hansa LNG Limited for, inter alia, its efforts in; establishing the Company; developing the Company's business concept and certain commercial opportunities; funding the Company until the first private placement; achieving successful completions of the two private placements in 2007; and for reducing Hansa LNG Limited's ownership share in the Company through the two private placements in 2007. In total 6,631,455 warrants and 2,000,000 options have been granted to Hansa LNG Limited. Vesting is linked to the construction of the first two vessels with SHI (25/25%) and being held to 31/12/2014 (50%), subject to the first criteria being met.



The staff option program is designed to attract and retain the best qualified personnel. The scheme has been in place since 2008. At 31 December 2010 the program had granted 2,085,000 shares options have been granted to members of staff including the CEO and all other members of the executive management. The options are offered to employees in proportion to their positive impact on the overall success of the Company, including administrative, sales and technical personnel. The vesting dates are linked to FID for the first vessel, continued employment for specified time periods and the first commercial cargoes for the LNGP vessels one and two. The share option exercise price was determined by the Remuneration committee and varies between 6.5 and 37.0 NOK. As at 31 December 2010, 320,400 share options had been granted to members of the executive management.

d) Pensions Schemes

The Group operates contribution-based schemes in the UK and Norway. The company payments into the schemes vary between 5-6% of base salary.

e) End of Service benefits

Upon termination by the Company of their employment contracts or by mutual agreements, employees may be due a contractual severance payment normally equal to between 1 and 3 months base salary. This would be augmented by statutory payments required by law. The severance payment for the CEO, CFO and CTO is not specified and will be based on employment law while the COO is due three months plus any statutory payments.

**General Application of the Remuneration Program**

The above summary deals primarily with the remuneration of the CEO, the other members of the executive management and staff more generally. The Board of Directors recognises that enhanced performance by the FLEX LNG Group is not achieved by the CEO and the executive management alone and is dependent on employees throughout the FLEX LNG Group. Therefore, a large number of the managers and employees are included in the performance-related schemes.

## **Appendix 7**

### ***CV Details for the new member of the Nomination Committee***

#### **Marcus Hansson**

Mr. Hansson has a good knowledge of the oil and gas services sector and the challenges faced by companies like FLEX LNG. He is currently serving as the Chairman of the Board of Oslo Listed Company Badger Explorer, and previously chaired Badger Explorer's Nomination Committee as well. Prior to that Mr. Hansson held a position as Portfolio Manager at Credit Suisse Europe Ltd, investing mostly in small and midsize companies, and significantly so in the Energy sector. Prior to that Mr. Hansson worked as a Stockbroker for Carnegie Investment Bank, SEB Enskilda and Ohman Securities. Mr. Hansson holds a M.Sc. in Business Administration and Economics from the University of Stockholm.

**Appendix 8**

***Proxy vote instruction***

# DnB NOR

To the beneficial shareholders of  
FLEX LNG Ltd.

**Our ref.**  
Registrars Department

**Date**  
Oslo, 5 August 2011

## **FLEX LNG LTD. VOTING ANNUAL SHAREHOLDERS MEETING 25 August 2011**

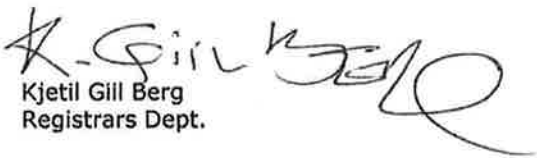
As your holding of shares of FLEX LNG Ltd. (the "Company") (registered in The Norwegian Central Securities Depository - the "VPS") is registered in the name of DnB NOR Bank ASA in the main register of shareholders on the British Virgin Islands, voting at the above-mentioned Annual Shareholders Meeting (the "Meeting") of the Company, to be held on 25 August 2011, will have to be effected through DnB NOR Bank ASA.

Attached please find a copy of the Notice of Annual Shareholders Meeting issued by the Company on 4 August 2011, a proxy form you may use if you want to cast your votes on the resolutions set forth in the Notice, and an attendance form in case you want to participate at the Meeting.

If you are not attending the Meeting you are encouraged to specify your votes by marking the appropriate boxes on the enclosed proxy form. When properly executed, the shares we hold on your behalf will be voted in the manner directed therein. If you sign and return your proxy form without marking any appropriate boxes, the Chairman of the Meeting, or failing him, any individual duly appointed by the Chairman of the Meeting, will as true and lawful agent and proxy for DnB NOR Bank ASA, vote your shares in favour on all items on the agenda for the Meeting.

Your proxy form must be received by DnB NOR Bank ASA, Registrars Department, Oslo, not later than **25 August 2011, 12:00 hours OsloTime**. The PO Box address of DnB NOR Bank ASA is: DnB NOR Bank ASA, Registrars Dept., 0021 Oslo, Norway. Alternatively, send your completed proxy form by facsimile + (47) 22 94 90 20 within the aforementioned date and time.

Yours sincerely,  
for DnB NOR Bank ASA

  
Kjetil Gill Berg  
Registrars Dept.

**VOTING INSTRUCTION**  
**FLEX LNG LTD. (the "Company")**

**Proxy Solicited for Annual Shareholders Meeting 25 August 2010**

The undersigned hereby authorise DnB NOR Bank ASA to constitute and appoint Adam Beighton, Manager West Corporation, or failing him, any individual duly appointed by the Chairman of the Meeting, to represent the undersigned at the Annual Shareholders Meeting of the Company to be held in the Isle of Man on 25 August 2011 at 17.00 (local time), for the purposes set forth below and in the Notice of Annual Shareholders Meeting issued by the Company on 4 August 2011.

Please mark your votes as in this example.

**Resolutions**

	YES	NO	ABSTAIN
4. Approval of notice of meeting and agenda			
5. Approval of 2010 Annual Report for the Company and the Group			
6. Approval of 2010 Annual Accounts for the Company and the Group			
7. Approval of the 2010 dividend			
8. Approval of the re-appointment of the auditors			
9. Approval of the remuneration for the auditors			
10(a) Approval of the number of directors;			
The Nomination committee recommend that the board of directors of the Company consist of seven (7) directors			
10(b)/11/12 Appointment of members to the Board of Directors.  Of the 11 candidates listed below under resolutions 10(b) through 12, the nine (9) candidates receiving the most votes will be elected as members to the Board of Directors (provided each of them obtains more than 50% of the votes cast); provided that in the event Resolution 10(a) is approved by Ordinary Resolution, then the seven (7) candidates receiving the most votes will be elected as members to the Board of Directors (provided each of them obtains more than 50% of the votes cast).			
10(b)(i) <b>Aoki Hiromichi</b> (recommended by the Nomination committee)			
10(b)(ii) <b>Scott Pearl</b> (recommended by the Nomination committee)			
10(b)(iii) <b>Philip Fjeld</b> (recommended by the Nomination committee)			
10(b)(iv) <b>David McManus</b> (Proposed Chairman) (recommended by the Nomination committee)			
10(b)(v) <b>Christopher Pittinger</b> (recommended by the Nomination committee)			
10(b)(vi) <b>Christoforos Stratos</b> (recommended by the Nomination committee)			
10(b)(vii) <b>Michael Wachtel</b> (recommended by the Nomination committee)			
11(i) <b>Ian Beveridge</b> (proposed by Kawasaki Kisen Kaisha Ltd and Bernhard Schulte Investment Holdings GmbH as an alternative to Christopher Pittinger, Christoforos Stratos and Michael Wachtel).			
11(ii) <b>Eiji Wakiwaka</b> (proposed by Kawasaki Kisen Kaisha Ltd and Bernhard Schulte Investment Holdings GmbH as an alternative to Christopher Pittinger, Christoforos Stratos and Michael Wachtel).			
11(iii) <b>Roger Whelan</b> (proposed by Kawasaki Kisen Kaisha Ltd and Bernhard Schulte Investment Holdings GmbH as an alternative to Christopher Pittinger, Christoforos Stratos and Michael Wachtel).			
12(i) <b>Keith Meyer</b> (proposed by Seneca Capital)			
13. Remuneration of the existing Directors, Pre ASM:			

13(i).	Remuneration of the existing Directors, Pre ASM			
13(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 13(i)			
13(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 13(i)			
14.	Remuneration of the proposed Directors, Post ASM:			
14(i).	Remuneration of the proposed Directors, Post ASM			
14(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 14(i)			
14(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 14(i)			
15.	Approval of the amendment to the Non-Founder Management Team Option Scheme			
16.	Approval of additional share options:			
16(i)	The issuance of the General Options to be issued to the Employees			
16(ii)	The directors of the Company (in accordance with the recommendation of the Compensation Committee, where relevant) be and are hereby authorised to issue the General Options in accordance with the terms set out at 16(i) above, and upon exercise of the General Options, to issue the appropriate numbers of shares in the Company in accordance with the terms of the General Options			
16(iii)	For the purposes of regulation 9.13 of the Articles (which provides that the directors may by resolution, with the prior or subsequent approval of shareholders, fix emoluments of directors with respect to services rendered in any capacity to the Company), the issuance of any of the General Options, and upon the exercise thereof, the requisite number of shares in the Company, to a director of the Company for service as a consultant, be and are hereby authorised and approved in all respects and the directors be and are hereby authorised severally, to do all such things as may be necessary or desirable to fix and pay such remuneration.			
16(iv)	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 16(i) and 16(ii)			
17.	Approval of the procedures for the Remuneration of Executive Management			
18.	Approval of the remuneration for the Members of the Nomination Committee			
19.	Appointment of a replacement member for the Nomination Committee:			
19(i)	Marcus Hansson			

Signature(s):.....

Date:.....

Note: Please sign exactly as name appears above, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block letters:.....

**IF THE SHARES ARE HELD BY NOMINEE, THE SIGNATURE OF THE NOMINEE IS REQUIRED:**

Which nominee:.....

Signature of nominee:.....

Number of shares:.....

**ATTENDANCE FORM**

**FLEX LNG LTD. (the "Company")**

**for Annual Shareholders Meeting 25 August 2011 at 17.00 (local time)**

The undersigned will attend the annual shareholders meeting of FLEX LNG Ltd on 25 August 2011.

I own: \_\_\_\_\_ shares **NB – MUST BE FILLED IN**

I am proxy for: \_\_\_\_\_ shares (*please attach proxy form(s)*)

Signature: \_\_\_\_\_

Name: \_\_\_\_\_ (block letters)

Place/date: \_\_\_\_\_

Your attendance form must be received by DnB NOR Bank ASA, Registrars Department, Oslo, not later than **25 August 2011, 12:00 hours OsloTime** in order for you to attend the Annual Shareholders Meeting. The PO Box address of DnB NOR Bank ASA is: DnB NOR Bank ASA, Registrars Dept., 0021 Oslo, Norway. Alternatively, send your completed proxy form by facsimile + **(47) 22 94 90 20** within the aforementioned date and time.