



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

Our ref.  
Registrars Dept.

Date  
Oslo, 10 December 2013

**PROXY VOTE INSTRUCTION**

We, DNB Bank ASA of Oslo, Norway, the holder of 126,365,641 shares in the Company hereby appoint David McManus, as the Chairman of the Meeting, or failing him any individual duly appointed by him, 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 10<sup>th</sup> day of December 2013, and at any adjournment thereof as follows:

**Resolution 4:** Approval of 2012 Annual Report for the Company and the Group

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 5:** Approval of 2012 Annual Accounts and Audit Report for the Company and the Group

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 6:** Approval of the 2012 dividend

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

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

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

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

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 9:** Amendments to the Memorandum and Articles of Association of the Company:

**Resolution 9(A):** The Accounts no longer circulated in printed format, Chairman to have a casting vote, and to remove the article to seek a listing - details in Appendix 5 to the ASM notice

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 9(B):** That the registered agent is authorised file the changes in 9(A)

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 9(C):** To reduce the minimum number of directors to three and to remove the requirement for 'investor' directors (**to pass this requires 2/3 of all shareholders to approve**) - details in Appendix 5 to the ASM notice

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 9(D):** That the registered agent is authorised file the changes in 9(C)

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**OPTION II - THE FOLLOWING SHALL BE CONSIDERED BY THE MEETING ONLY IN THE EVENT THAT THE RESOLUTIONS AT 9(C) AND (D) ARE PASSED**

**Resolution 10 (A):** Number of directors. The Nomination committee recommends that the board of directors of the Company consist of three (3) directors.

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 10(B):** Appointment of members to the Board of Directors.

**Resolution 10(B) (i)** David McManus (Chairman)

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 10(B) (ii)** Christopher Pittinger

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 10(B) (iii)** Ian Beveridge

For	Against	Abstain	Broker non-votes*	Total
96,799,027	NIL	NIL	29,566,614	126,365,641

**Resolution 11:** Remuneration of the current Directors, to the 2013 ASM:

**Resolution 11(i):** Remuneration of the current Directors, to the 2013 ASM

For	Against	Abstain	Broker non-votes*	Total
94,974,683	1,824,344	NIL	29,566,614	126,365,641

**Resolution 11(ii) :** That 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 11(i)

For	Against	Abstain	Broker non-votes*	Total
94,974,683	1,824,344	NIL	29,566,614	126,365,641

**Resolution 11(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 11(i)

For	Against	Abstain	Broker non-votes*	Total
94,974,683	1,824,344	NIL	29,566,614	126,365,641

**Resolution 12:** Remuneration of the Proposed Directors, Post ASM:

**Resolution 12(i):** Remuneration of the Proposed Directors, Post ASM

For	Against	Abstain	Broker non-votes*	Total
94,974,683	1,824,344	NIL	29,566,614	126,365,641

**Resolution 12(ii) :** That 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 12(i)

For	Against	Abstain	Broker non-votes*	Total
94,974,683	1,824,344	NIL	29,566,614	126,365,641



**Resolution 12(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 12(i)

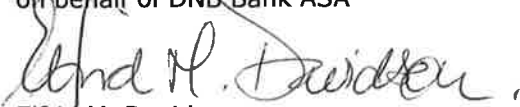
For	Against	Abstain	Broker non-votes*	Total
94,974,683	1,824,344	NIL	29,566,614	126,365,641

**Resolution 13:** Approval of the remuneration for the Members of the Nomination Committee

For	Against	Abstain	Broker non-votes*	Total
94,974,683	1,824,344	NIL	29,566,614	126,365,641

\* 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

  
Elfrid M. Davidson  
Registrars Dept.