



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

Our ref.

Date, 26 November 2015

Registrars Dept.  
Oslo

**PROXY VOTE INSTRUCTION**

We, DNB Bank ASA of Oslo, Norway, the holder of 127,869,673 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 26<sup>th</sup> day of November 2015, and at any adjournment thereof as follows:

**Resolution 4: Approval of 2014 Annual Report for the Company and the Group**

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**Resolution 5: Approval of 2014 Annual Accounts and Audit Report for the Company and the Group**

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**Resolution 6: Approval of the 2014 dividend**

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

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

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

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

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**Resolution 9: Approval of the amendments to the Memorandum of Association and Articles of Association for the Company**

For	Against	Abstain	Broker non-votes*	Total
106,217,924	2,824,550	NIL	18,827,199	127,869,673

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

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

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**Resolution 10 (ii) Robin Bakken**

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**Resolution 10 (iii) Jens Martin Jensen**

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673



**Resolution 11:** Remuneration of the current Directors, to the 2015 ASM:

**Resolution 11 (i):** Remuneration of the current Directors, to the 2015 ASM

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**Resolution 11(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 11(i)

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**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
109,042,474	NIL	NIL	18,827,199	127,869,673

**Resolution 12:** Remuneration of the Proposed Directors, Post 2015 ASM:

**Resolution 12(i):** Remuneration of the Proposed Directors, Post 2015 ASM

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**Resolution 12(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 12(i)

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**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
109,042,474	NIL	NIL	18,827,199	127,869,673

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


For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

**Resolution 14:** Approval of the procedures for the Remuneration of Executive Management.

For	Against	Abstain	Broker non-votes*	Total
109,042,474	NIL	NIL	18,827,199	127,869,673

\* 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.